

KEYS 2 SUCCESS BY-LAWS
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BY-LAWS
OF
KEYS 2 SUCCESS, INC.

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ARTICLE I
IDENTIFICATION

Section I.1 **Name.** The name of the corporation is KEYS 2 SUCCESS, INC. (the “Corporation”).

Section I.2 **Registered Office.** The Board of Directors of the Corporation (the “Board”) shall designate and continuously maintain a registered office located within the State of New Jersey.

Section I.3 **Principal and Other Offices.** The Corporation may maintain such principal and other offices, within the State of New Jersey, as determined from time to time by the Board.

ARTICLE II
CHARACTER AND PURPOSE

Section II.1 **Character and Purpose.** The Corporation is a nonprofit Corporation organized and operated not for pecuniary profit. The Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 heretofore referred to as the Code. The purposes for which the Corporation is formed are: (i) To enrich the lives of children living in urban centers through music education; (ii) To offer such children individualized training in the piano, coupled with various modalities of work; (iii) To strengthen rhythmic skills and ensemble work; (iv) To enhance collaborative ability and peer learning skills; and (v) To use music education as a means to personal betterment for children.

Solely for the above purposes, the Corporation may hold any property, or any undivided interest therein, without limitation as to amount or value; may dispose of any such property and may invest, reinvest, or deal with the principal or the income in such manner as will best promote the purposes of the Corporation without limitation except such limitations, if any, as may be contained in the instrument under which such property is received, the Certificate of Incorporation, the By-Laws of the Corporation, or any applicable laws; and may do any other act or thing connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or officers.

ARTICLE III

MEMBERS

Section III.1 **Existence of Members.** The Corporation shall not have members.

ARTICLE IV

BOARD OF DIRECTORS

Section IV.1 **Authority.** The business affairs and property of the Corporation shall be managed by or under the direction of the Board, subject to the terms of the Certificate of Incorporation, these Bylaws, and the New Jersey Nonprofit Corporation Act.

Section IV.2 **Qualifications.** Directors must be at least eighteen (18) years of age. Board composition and Directors must reflect the communities served by the Corporation and exhibit talents, skills, and abilities beneficial to the Corporation.

Section IV.3 **Number.** The Board shall consist of three (3) persons. The number of board members may be increased or decreased by amendment to these By-Laws in the manner set forth in [Section XII.2](#) but shall not be less than three (3) persons.

Section IV.4 **Nomination, Election and Term of Office.** The Directors named in the Certificate of Incorporation shall hold office for three (3) years until the annual meeting of Directors three (3) years from the date of the filing of the Certificate of Incorporation, and until their successors are elected and qualified. The Board shall elect their successors one (1) month prior to the expiration of their three (3) year term. The Board shall elect a President of the Board. Any Board member may be re-elected to serve as a Board member after his or her term expires. The President of the Board may be re-elected to serve as President. There is a limit to two consecutive terms imposed that a Board member or President may serve.

Section IV.5 **Regular Meetings.** The Board may hold regular meetings on a date and time to be fixed by the Board. Written notice in any form of the time, place and purpose of each regular meeting shall be given by the Secretary or, in the Secretary's absence, by the Board President at least 5 calendar days prior to the day of the meeting.

Section IV.6 **Annual Meetings.** The Board shall hold a regular annual meeting at such time as determined by the President.

Section IV.7 **Special Meetings.** Notice of special meetings must be sent in any form by the Secretary or, in the Secretary's absence, by any other board member to the Board at least 24 hours prior to the time of the meeting.

Section IV.8 **Waiver of Notice.** Notice of any meeting need not be given to any Board member who signs a waiver of notice before or after the meeting.

Section IV.9 **Quorum.** A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section IV.10 **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section IV.11 **Action Without a Meeting.** Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board may be taken without a meeting if, prior to or subsequent to such action, all of the Directors consent thereto in writing. Such written consent may be executed in counterparts, a quorum is reached, and shall be filed with the minutes of the Corporation.

Section IV.12 **Resignation.** Any member of the Board of Directors may resign from office at any time. Such resignation shall be made by written notice and shall take effect at the time specified therein and, if no time is specified, at the time of its delivery to the President of the Board. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, and no resignation shall discharge any accrued obligation or duty of a Director as a member of the Board.

Section IV.13 **Absences.** Any member of the Board of Directors who is absent from more than three meetings without justifiable explanation shall be considered resigned from the Board of Directors and any official position they may hold in the Board.

Section IV.14 **Vacancies.** A vacancy in the Board (including a vacancy caused by an increase in the number of Directors) may be temporarily filled by the President of the Board then serving and a Board member so elected shall hold office until the next annual meeting of Directors and until his or her successor is duly elected and qualified.

Section IV.15 **Contracts and Services.** The Directors and officers of the Corporation may be interested directly or indirectly in any contract relating to the operations conducted by the Corporation, and may freely make contracts, enter into transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting in their individual capacity, or as Directors of any trusts, or as agents for other persons or Corporations, or may be interested in the same matters as Directors, officers, or otherwise; provided, that any contract, transaction, or act on behalf of the Corporation in a matter in which the Directors or officers are personally interested shall be at arm's length and not violative of the proscriptions in the Certificate of Incorporation against the Corporation's use or application of its funds for private benefit; and provided, further, that no contract, transaction, or act shall be taken on behalf of the Corporation which would result in the denial of the tax exemption under Section 503 or Section 507 of the Code.

Section IV.16 **Compensation.** A Board member shall not be entitled to reasonable fees, salaries or remuneration of any kind for performance of services. In addition, a Board member may be reimbursed for reasonable expenses incurred, subject to approval by the Board, upon presentation of vouchers.

Section IV.17 **Powers.** All the corporate powers, except such as are otherwise provided for in these By-Laws and in the laws of the State of New Jersey, shall be vested in the Board. The Board may, by general resolution, delegate to committees of their own number or to officers of the Corporation such powers as the Board may see fit.

ARTICLE V

OFFICERS

Section V.1 **Election.** At its annual meeting the Board shall elect or appoint a President, Vice President, Treasurer and a Secretary, and such other officers or agents as it shall deem necessary or desirable. One (1) person may hold two (2) or more offices. However, no officer may execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or by the By-laws to be executed, acknowledged, or verified by two (2) or more officers.

Section V.2 **Vacancies.** Any vacancy occurring among the officers, however caused, may be filled by the President for the unexpired portion of the term or until a successor is identified

Section V.3 **President.** The President shall be chief executive officer of the Corporation and, subject to the control of the Board, shall, in general, supervise and control all of the business and affairs of the Corporation. Unless otherwise directed by the Board, all other officers shall be subject to the authority and supervision of the President. The President may enter into and execute in the name of the Corporation contracts or other instruments which are authorized, either generally or specifically, by the Board. He/she shall have the general powers and duties of management usually vested in the office of president of a Corporation and shall preside at meetings of the Board.

Section V.4 **Vice-President.** The Vice-President, if any, shall perform such duties and have such authority as may be delegated to him/her, from time to time, by the President or by the Board. In the absence of the President or in the event of his/her death or inability or refusal to act, the Vice-President shall perform the duties and be vested with the authority of the President.

Section V.5 **Treasurer.** The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, shall keep or cause to be kept regular books of account for the Corporation, and shall perform such other duties and possess such other powers as are incident to the office of treasurer or as shall be assigned to him/her by the President or by the Board.

Section V.6 **Secretary.** The Secretary shall cause notices of all meetings to be served as prescribed in these By-Laws or by statute, shall keep or cause to be kept the minutes of all meetings of the Board, and shall have charge of the corporate records and seal of the Corporation. The Secretary shall perform such other duties and possess such other powers as are incident to the office of secretary or as are assigned by the President or by the Board.

Section V.7 **Compensation.** The officers may not be entitled to reasonable fees, salaries or remuneration of any kind for performance of services. In addition, an officer may be reimbursed for reasonable expenses incurred, subject to approval by the Board, upon presentation of vouchers. A voting member of the Board who receives compensation, directly or indirectly, from an organization for services is precluded from voting on matters pertaining to that member's compensation.

Section V.8 **Removal.** Any officer may be removed from office by the affirmative vote of a majority of all of the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five (5) days' notice, in writing, by mail of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

ARTICLE VI

AGENTS AND REPRESENTATIVES

Section VI.1 **Agents and Representatives.** The Board may appoint agents and representatives of the Corporation with such powers to perform acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these By-Laws and to the extent authorized by law.

ARTICLE VII

CONTRACTS

Section VII.1 **Contracts.** The Board, except as otherwise provided in these By-Laws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or for any amount.

ARTICLE VIII

COMMITTEES

Section VIII.1 **Committees.** The Board may appoint from its number, or from among such persons as the Board may see fit, one or more committees and, at any time, may appoint

additional members. The committee shall consist of 4-5 members, made up of majority Board Members, and be led by a Board Member. Non-Board members can be nominated to the committee by current Board Members and approved by the current Board. Each such committee may be, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

ARTICLE IX

VOTING UPON FINANCIAL INVESTMENTS

Section IX.1 **Investments.** Funds of the Corporation may be retained, in whole or in part, in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including, without limitation, stocks, bonds or other securities, consistent with parameters set by, and subject to review and approval of the Board of Directors.

ARTICLE X

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Section X.1 **Prohibition Against Sharing in Earnings.** No Board member, officer, employee, committee member, or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to, or for, the Corporation in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed in such amounts as the Board may determine or as may be determined by a court of competent jurisdiction upon application of the Board exclusively to charitable, religious or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.

ARTICLE XI

EXECUTION OF DOCUMENTS

Section XI.1 **Commercial Paper.** All checks, notes, drafts, and other commercial paper of the Corporation shall be signed by the President of the Corporation or by such other person or persons as the Board or the President of the Corporation may, from time to time, designate.

Section XI.2 **Other Instruments.** All deeds, mortgages and other instruments shall be executed by the Executive Director, President, or the Treasurer, or such other person or persons as the Board may, from time to time, designate, with Board approval.

ARTICLE XII

MISCELLANEOUS

Section XII.1 **Fiscal Year.** The fiscal year of the Corporation shall be as determined by the Board, from time to time, subject to applicable law.

Section XII.2 **Amendment of By-Laws.** These By-Laws may be altered, amended or repealed and new By-Laws may be proposed and adopted by the affirmative vote of a two-thirds majority of the Directors at any regular or special meeting called for such purpose.

Section XII.3 **Terms.** All references herein to sections of the Code shall include the Treasury Regulations covering such sections.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly appointed and acting Secretary of KEYS 2 SUCCESS, INC. and that the foregoing By-Laws, consisting of seven pages, exclusive of any cover sheet and table of contents and this Certificate, constitute the duly adopted By-Laws of said corporation.

IN WITNESS WHEREOF, I have executed this Certificate as of the 25th day of March, 2023.

WITNESS:

By: _____
Lydia Alvarez, Secretary

BYLAWS

OF

KEYS 2 SUCCESS, INC.

ADOPTED

March 25, 2023