BYLAWS OF NOT FORGOTTEN CHILDREN

An Illinois Domestic Non-Profit Corporation

ARTICLE I: NAME, OBJECTS, AND GOVERNING PHILOSOPHY

1.1 Name: The name of this organization shall be Not Forgotten Children, incorporated as a domestic non-profit corporation under the laws of the State of Illinois.

1.2 Purpose: The corporation is organized and shall be operated exclusively for charitable, compassionate, and human service purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific mission is to establish and maintain a cost-free natural memorial sanctuary for children lost to miscarriage, stillbirth, early infant mortality, and abortion. The corporation ensures dignity for families experiencing sudden crisis by offering a quarterly communal interment methodology as an ordinary, cost-free means of burial, alongside a dedicated memorial wall, and flexible subsidized assistance for individual plots. To ensure absolute statutory compliance, the corporation strictly prohibits volunteer transportation of remains, mandating the use of outsourced licensed professionals for all transit.

1.3 Governing Philosophy: To honor donor intent, the corporation operates under an unshakeable transparency and stewardship framework. The financial structures are engineered to prevent waste, eliminate commercial debt, and guarantee that restricted funds are utilized solely for their intended material purposes.

ARTICLE II: OFFICES AND ADMINISTRATIVE BASE

2.1 Principal Office: The principal administrative office of the corporation for the transaction of its lawful business is permanently anchored at 1770 W Southmor Rd, Morris, Grundy County, Illinois 60450.

2.2 Change of Address: The Board of Directors holds full power and authority to alter the physical administrative location from one point to another within the State of Illinois. Any such change shall be formally updated by the Secretary in these Bylaws but shall not constitute a structural amendment to the core operational sections.

ARTICLE III: BOARD OF DIRECTORS

3.1 Management Authority: The entire control, fiscal management, property direction, and legal affairs of the corporation shall be exclusively held by the Board of Directors.

3.2 Board Composition and Number: The corporation shall maintain a fixed minimum of three (3) active directors. The directors shall be referred to collectively as the "Board of Directors." The initial board shall consist of the individuals designated in the initial corporate minutes.

3.3 Qualifications: A director of the corporation must be an individual of legal age who demonstrates a committed alignment with the stewardship ethics and mission of the organization.

3.4 Terms of Office: Each director shall hold office for a term of one (1) year or until the next annual meeting of the board. Directors may be re-elected to successive terms without limitation.

3.5 Vacancies: Any vacancy occurring on the Board of Directors by reason of death, resignation, or removal may be filled by a majority vote of the remaining directors, even if less than a quorum. A director elected to fill a vacancy shall serve the remainder of the unexpired term.

3.6 Removal and Resignation: A director may be removed from office with or without cause by a majority vote of the active directors at a meeting explicitly called for that purpose. Any director may resign at any time by delivering a written, signed notice to the President or Secretary.

ARTICLE IV: MEETINGS OF THE BOARD

4.1 Regular Meetings: The Board of Directors shall meet at least once annually at a time and place selected by the board, for the purpose of electing officers and transacting annual compliance business. Regular meetings may be held without formal notice.

4.2 Special Meetings: Special meetings of the board may be called at any time by the President, the Secretary, or any two active directors. Special meetings require at least two (2) days' notice delivered via mail or electronic communication, explicitly stating the date, time, and purpose of the meeting.

4.3 Quorum: A simple majority of the active number of directors shall constitute a lawful quorum for the transaction of corporate business at any meeting.

4.4 Voting and Transactions: Except as otherwise required by law, the act of a majority of the directors present at a meeting at which a quorum is present shall be considered the official act of the Board of Directors.

4.5 Action Without a Meeting: Any action required or permitted to be taken at a meeting of the board may be executed without a meeting if all members of the board individually or collectively consent in a signed writing (including electronic signatures) to such action. Unanimous written consents shall be filed directly with the corporate minutes.

4.6 Virtual Meetings: Members of the board may participate in any regular or special meeting through the use of a conference telephone, online meeting software, or similar digital communication platforms, provided all participants can hear and communicate with each other simultaneously. Such participation constitutes personal presence at the meeting.

ARTICLE V: OFFICERS

5.1 Officers and Titles: The officers of the corporation shall consist of a President, a Secretary, a Treasurer, and such other assistant officers as the board deems necessary. Any two or more offices may be held by the same person, except that the same individual cannot simultaneously serve as President and Secretary.

5.2 Election and Term: Officers shall be elected annually by the Board of Directors at its regular annual meeting. Each officer shall hold office until a successor is duly elected and qualified, or until earlier death, resignation, or removal.

5.3 President (Chief Executive Officer): The President is the chief executive officer of the corporation. The President shall have general supervision over the operational affairs of the organization, preside at all board meetings, execute corporate contracts approved by the board, and direct general outreach initiatives.

5.4 Secretary: The Secretary shall keep complete and accurate minutes of all proceedings of the Board of Directors, maintain the corporate record book, oversee official notices, and keep an accurate roster of the names and addresses of all directors and officers.

5.5 Treasurer: The Treasurer shall have custody of all corporate funds and financial assets. The Treasurer shall keep adequate, correct books of account, monitor all restricted fund sub-accounts, deposit corporate monies in approved financial repositories, and present comprehensive financial reports at all regular board meetings.

ARTICLE VI: CORPORATE COMPENSATION & STAFFING BLUEPRINT

6.1 Core Sweat-Equity Volunteer Mandate: To fulfill the public promise of absolute operational efficiency, the corporation shall operate primarily as a 100% volunteer organization. No director, officer, or founding executive shall ever receive a salary, wage, management bonus, or board stipend for their administrative services.

6.2 Professional Services Restriction: If a director or officer renders distinct, certified professional services to the corporation (such as legal counsel, civil surveying, or engineering), they may be reimbursed for the documented raw material costs of the project, but zero management profits or attendance fees shall ever be disbursed.

6.3 Conditional Maintenance Employee Allowance: Notwithstanding the provisions of Section 6.1, the corporation is authorized to hire employees in the future under a strict, conditional framework. Paid staff positions may only be activated if the following operational conditions are met simultaneously:

- Condition A: The Endowment Fund (Perpetual Care Fund) must achieve and sustain a verified structural surplus that is completely sufficient to absorb 100% of the employee's labor costs through generated interest dividends alone.
- Condition B: The position must be explicitly restricted to ground maintenance, lawn care, property safety, or physical cemetery operations. No administrative, executive, or desk-clerical positions shall ever be converted into paid roles.
- Condition C: The employee must be compensated at a transparent, standardized base rate of pay matching local regional standards, with zero performance bonuses or executive commissions.

6.4 Public Protection: No capital from public donations hard-coded into the Land Acquisition, Flowers, or Guardian Grants funds shall ever be diverted, leaked, or utilized to pay for employee wages, benefits, or staffing overhead.

ARTICLE VII: THE 6-FUND ISOLATED FISCAL ARCHITECTURE

7.1 Segregation of Capital Assets: To enforce strict public accountability, the Board must maintain a single non-profit corporate banking environment structurally isolated into exactly six (6) distinct sub-accounts. Funds shall be hard-coded and legally bound to these explicit categories:

- The Opening Fees Fund ($1,500.00 Target): Restricted exclusively for initial tech-stack setups, server connectivity, state charitable registries (Form C-01), and federal 501(c)(3) filing costs.
- The Flowers Fund ($20,000.00 - $25,000.00 Target): Restricted for grass seed, topsoil, perennial flora, and grave dressings to maintain continuous beauty.
- The Land Acquisition Fund ($65,000.00 Target): Restricted for pure cash land buying and the pre-opening civil engineering suite. This fund may only be deployed to acquire a parcel capped at a maximum of 2.99 acres within Williamson County, Illinois. This corporation is bound to a cash-only operational model and is strictly prohibited from taking on commercial real estate mortgages or interest-bearing debt.
- The Guardian Grants Fund ($25,000.00 Annual Target): Restricted to cover 100% of outsourced licensed trade transport, oversized communal vaults, mechanical excavation, permanent communal monuments, and the subsidization of individual plot requests.
- The Endowment Fund ($50,000.00 Target): A permanent care fund where the principal remains locked, and only interest yields are drawn for lifelong lawn care, security, and trail upkeep under the Illinois Cemetery Care Act.
- The General Fund ($5,000.00 Annual Target): The sole account authorized to clear mundane administrative, legal, and operational overhead.

7.2 Dual-Authorization Safeguard: All withdrawals, bank transfers, check sign-offs, or funding distributions across any corporate accounts require two (2) authorized signatures—specifically the President and the Treasurer—backed by immediate cloud receipt logging.

ARTICLE VIII: CONFLICTS OF INTEREST POLICY

8.1 Purpose: The purpose of this conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director.

8.2 Definition of Conflict: A conflict of interest arises when a director, officer, or key employee has a direct or indirect financial interest, or a material personal interest, in a transaction, vendor contract, or arrangement with the corporation.

8.3 Duty to Disclose: Any director or officer who holds a potential conflict of interest must immediately disclose all material facts concerning their interest to the Board of Directors prior to any corporate deliberation.

8.4 Abstinence from Voting: The interested individual shall recuse themselves from the meeting room and shall not be present during deliberations, nor shall they cast a vote on the matter creating the conflict. The remaining disinterested directors must verify that the transaction is fair, reasonable, and in the absolute best interest of the charity. All conflict disclosures and voting outcomes must be meticulously documented in the meeting minutes.

ARTICLE IX: INDEMNIFICATION

9.1 Right to Indemnification: The corporation shall, to the fullest extent permitted by Illinois law, indemnify and hold harmless any person made, or threatened to be made, a party to any legal action or proceeding by reason of the fact that they are or were a director or officer of the corporation, against all judgments, fines, settlements, and reasonable legal expenses.

9.2 Exclusions from Protection: No indemnification shall be provided to any individual if their actions were committed in bad faith, were the direct result of active and deliberate dishonesty, or if they personally gained a financial profit or advantage to which they were not legally entitled.

ARTICLE X: DISSOLUTION, WINDING UP, & CONDITIONAL REVERSION

Should the corporation formally elect to dissolve by an absolute majority vote of the board, or should operations permanently cease for any reason, the asset distribution plan must follow this strict, linear hierarchy:

10.1 Clearing Liabilities: All outstanding operational bills, filing dues, or vendor contract obligations shall be paid and discharged completely from the General Fund.

10.2 Institutional Funder Reversion Clause: In accordance with our ironclad protection of structural donor intent, any grant-making foundation, corporate entity, or charitable trust that has awarded capital to this corporation shall have their remaining unspent funds returned directly to them. The Board is legally directed to contact all active funding entities to return their respective remaining cash balances directly to their institutional source.

10.3 Residual Asset Distribution (Pregnancy Resource Centers): Any and all remaining corporate capital, real estate values, or residual cash balances across the 6-Fund Architecture following the execution of Section 10.2 shall be legally transferred and conveyed exclusively to one or more qualified 501(c)(3) Pregnancy Resource Centers located within the State of Illinois, as designated by the final vote of the Board of Directors, to support maternal and infant welfare. No assets shall ever be pocketed by private individuals.

ARTICLE XI: CORPORATE RECORDS, TAX FILINGS, AND AMENDMENTS

11.1 Corporate Records: The corporation shall maintain correct and complete financial records, written minutes of all board proceedings, and an alphabetical ledger of the names and addresses of all directors and officers at its principal office.

11.2 Public Inspection: The corporation's Articles of Incorporation, Bylaws, and IRS Form 990 annual financial reports shall be open to public inspection in accordance with federal and state public disclosure mandates.

11.3 Amendment of Bylaws: These Bylaws may be amended, altered, or repealed, and new Bylaws adopted, by a majority vote of the Board of Directors at any regular or special meeting, provided that notice of the proposed modification is delivered to each director at least five (5) days prior to the vote.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of Not Forgotten Children, an Illinois domestic non-profit corporation, and that the foregoing Bylaws constitute a true and complete copy of the bylaws of said corporation as formally adopted by the unanimous written consent of the Board of Directors on this __________ day of ___________, 20.

DATED: ___________, 20

By: ____

Luca Norris, Secretary