



Bylaws of The 100 Percenters Foundation

Article I: Name and Purpose

- Section 1. Name: The name of this organization shall be The 100 Percenters Foundation, also known as The 100 Percenters.
- Section 2. Purpose: The purpose of The 100 Percenters is to advocate for the rights of music creatives, with a particular focus on BIPOC and marginalized communities. Our mission is to empower and uplift music creatives by providing them with essential resources, support, and education, ensuring equal access to opportunities and revenue streams.

Article II: Membership

- Section 1. Membership: Membership in The 100 Percenters is open to any individual who supports the mission and purpose of the organization.
- Section 2. Membership Dues: Membership dues shall be determined by the Board of Directors.

Article III: Board of Directors

- Section 1. General Powers: The affairs of The 100 Percenters shall be managed by its Board of Directors.
- Section 2. Number, Tenure, and Qualifications: The number of directors shall be no less than five. Each Director shall serve a term of two years and may be re-elected. Directors must be members of the organization.
- Section 3. Founding Board of Directors: The founding Board of Directors consists of:
 - Tiffany Fred
 - Micah Powell
 - Rosemarie Tan
 - Zac Poor
 - Kaydence Krysiuk



THE 100 PERCENTERS FOUNDATION

- **Section 4. Board of Directors Elections:** The Board of Directors elections shall occur bi-annually, with the date determined by the Board, and communicated to all eligible members at least 30 days in advance. A nominating committee appointed by the Board shall solicit nominations for director positions, presenting a slate of nominees to the membership for consideration. Eligible members shall have the right to vote, with voting conducted electronically. Each member is entitled to one vote per open director position. A majority vote shall elect directors. Newly elected directors shall assume their positions immediately following the announcement of results, with the Board ensuring a smooth transition and providing orientation and support to new directors as needed.
- **Section 5. Regular Meetings:** The Board of Directors shall hold regular meetings at least [bi-annually]. The Board shall determine the dates, times, and locations of these meetings.
- **Section 6. Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the Executive Director or any two directors.
- **Section 7. Notice:** Notice of any special meeting shall be given at least [two days] prior to the meeting by written notice delivered personally, mailed, or emailed to each Director.
- **Section 8. Quorum:** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
- **Section 9. 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 of Directors.
- **Section 10. Board Voting on Policies:** The Board of Directors shall have the authority to vote on and establish policies governing the operations and activities of the organization. All proposed policies shall be presented to the Board at regular or specially convened meetings. A quorum must be present for policy decisions to be made. Each Director shall have one vote, and a majority vote of directors present and voting shall be required for the adoption of any policy. In the event of a tie, the presiding officer shall cast the deciding vote. Once adopted, policies shall be documented and maintained by the designated officer and made available to all directors and relevant stakeholders. Any director may propose amendments to existing policies or the adoption of new policies and shall follow the same procedures outlined herein for voting and adoption.



Article IV: Officers

- **Section 1. Officers:** The officers of The 100 Percenters shall be an Executive Director, a Managing Director, and a Director.
- **Section 2. Executive Director:** The Executive Director shall be Tiffany Fred. The Executive Director shall provide overall leadership and strategic direction to the organization, ensuring it achieves its mission and strategic objectives. Responsibilities include developing and implementing the organization's vision and strategic plan, overseeing all operations and programs, and providing financial sustainability and compliance with legal and regulatory requirements. The Executive Director shall work closely with the Board of Directors to set policies, make strategic decisions, and represent the organization publicly. The Executive Director shall also lead fundraising efforts, cultivate relationships with key stakeholders, including donors and partners, and foster a positive organizational culture.
- **Section 3. Managing Director:** The Managing Director shall be Maria Lyons. The Managing Director shall assist the Executive Director and manage the organization to ensure it achieves its mission and strategic objectives. The Managing Director shall also oversee program development and build relationships with stakeholders.
- **Section 4. Director:** The Director shall be Rosemarie Tan. The Director shall assist the Executive Director or the Managing Director and supervise staff, foster professional development, assist in fundraising efforts, and build relationships with key stakeholders such as donors, partners, and community members.

Article V: Advisory Board

- **Section 1. Purpose:** The Advisory Board shall provide advice and support to the Board of Directors and the officers of The 100 Percenters. Members of the Advisory Board shall serve as ambassadors for the organization and may be called upon for their expertise and guidance.



THE 100 PERCENTERS FOUNDATION

- **Section 2. Founding Advisory Board Members:** The founding members of the Advisory Board are:
 - Maria Lyons
 - Max Gousse
 - Aljamaal Jones
 - Dr. Tiffany Naiman
 - Brandy Johnson, Esq.
- **Section 4. Terms of Service:** Advisory Board members shall serve [two-year] terms and may be reappointed by the Board of Directors.
- **Section 5. Role and Responsibilities:** The Advisory Board members shall provide non-binding strategic advice and recommendations to the Officers and Board of Directors. They shall not have voting rights on the Board.

Article VI: Committees

Section 1. Committees: The Board of Directors may create committees as needed. The Board shall appoint all committee chairs.

Article VII: Fiscal Management

Section 1. Fiscal Year: The fiscal Year of The 100 Percenters shall end on December 31.

Section 2. Financial Records & Management: The organization shall maintain sound financial management practices, overseen by the Board of Directors and executed by the Executive Director and designated financial officers. The Board shall develop and approve an annual budget. The Finance Committee, composed of Board members and financial experts, shall provide oversight and recommendations on economic matters, ensuring compliance with applicable laws and regulations. Monetary policies and procedures shall be established and periodically reviewed by the Board, addressing budgeting, cash management, and investment practices.

Article VIII: Amendments

Section 1. Amendments: These bylaws may be amended by a two-thirds majority vote of the Board of Directors at any regular or special meeting provided that at least [seven days] written notice is given of the intention to amend the bylaws at such meeting.



THE 100 PERCENTERS FOUNDATION

Article VIII: Amendments

Section 1. Amendments: These bylaws may be amended by a two-thirds majority vote of the Board of Directors at any regular or special meeting provided that at least [seven days] written notice is given of the intention to amend the bylaws at such meeting.

Article IX: Dissolution

Section 1. Dissolution: Upon dissolution of The 100 Percenters, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government or to a state or local government, for a public purpose.

The undersigned, being an officer of The 100 Percenters Foundation, hereby certifies that the following is a true and correct copy of the Bylaws of The 100 Percenters Foundation, adopted by the Board of Directors on the date set forth below.

Officer Name: Tiffany Fred

Officer Signature:  _____

Officer Title: Executive Director

Date: 6/12/2024