

**BYLAWS OF
MAGGIE’S PLACE, INC.**

ARTICLE I NAME; OFFICES; AGENT; AFFILIATES

Section 1. Name. The name of this Corporation is “Maggie’s Place, Inc.” (the “Corporation”).

Section 2. Principal Office. The Corporation may have such offices, either within or without the State of Arizona, as may be designated from time to time by resolution of the Board of Directors, one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. The Corporation will maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not, be the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the Arizona Nonprofit Corporation Act (the “ANCA”).

ARTICLE II BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation will be managed by or under the direction of its Board of Directors (the “Board”) and such staff as the Board may employ. In addition to the authority to manage and direct the affairs of the Corporation as provided in the Corporation’s Articles, Bylaws and the ANCA, the Board will have the following powers:

- (a) Appoint or remove the Chief Executive Officer of Maggie’s Place,
- (b) Review and approve mission statements and strategic plans,
- (c) Approve the establishment of all new corporations, partnerships, or other entities the Corporation creates or joins,
- (d) Review and approve operating and capital budgets,
- (e) Approve all unbudgeted expenditures over thresholds and signature authority,
- (f) Approve the sale of any assets over thresholds and signature authority,
- (g) Approve major contracts of a nature and size as determined by policy and signature authority,
- (h) Establish governance policies for the Corporation and its Affiliates deemed critical to uniformity, and
- (i) Approve the dissolution, affiliation, merger or consolidation of the Corporation.

Section 2. Number and Qualifications of Directors.

(a) Number. The number of Directors will be as determined by the Board from time to time, but may not be less than five (5). In no event shall the total number of Directors exceed

fifteen (15) individuals, exclusive of the CEO. Directors will serve for the term provided in Section 4 of this Article.

(b) Qualifications. Each Director must be a person of experience and good reputation in the community who will actively support the Corporation's goals and objectives and who is willing to contribute his or her time and effort to achieve such goals and objectives. Directors will have other such qualifications as the Board may prescribe by resolution or amendment to these Bylaws.

(c) Board Advisors. Up to six (6) of the Corporation's staff members will serve as non-voting board advisors. These non-voting board advisors will be selected by the CEO and will be invited to attend Board meetings as guests. Additional non-voting members may be appointed by a vote of a majority (51%) of Directors.

Section 3. Election of Directors. Directors will be elected by the affirmative vote of a majority (51%) of the Directors present at any regular or special meeting where Directors are being elected.

Section 4. Term of Office. Directors will hold office for a term of two (2) years, or until their successors have been elected and qualified. Directors shall hold such position for no more than three (3) uninterrupted successive terms.

Section 5. Resignation. A Director may resign at any time by delivering written notice to the Chief Executive Officer or the Chair, or by giving oral or written notice at any Board meeting. Any such resignation will take effect at the time specified therein and the acceptance of such resignation will not be necessary to make it effective.

Section 6. Removal. A Director may be removed from office with or without cause by the vote of a majority (51%) of the other Directors in office either at a regular meeting or at any special meeting called for that purpose. Directors who fail to attend two (2) consecutive Board meetings may be subject to removal by a vote of a majority of the other Directors.

Section 7. Vacancies. In the event a vacancy occurs on the Board from any cause, including an increase in the number of Directors, the Directors may fill the position at any regular meeting or at any special meeting called for that purpose; provided, however, that for the purpose of counting term limits, the newly elected Director's term will be counted as beginning on the date of the first annual meeting following his or her election.

Section 8. Compensation. Directors will not receive compensation for serving as Directors, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the Corporation's exempt purposes. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board. Compensation and reimbursement decisions will be made in compliance with the Corporation's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

ARTICLE III MEETINGS OF THE BOARD

Section 1. Quorum. A majority (51%) of the number of Directors then in office will constitute a quorum for the transaction of business at any Board meeting. If a quorum is present when a meeting is convened, the quorum will be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Directors. If less than a quorum is present when a meeting is convened, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 2. Manner of Acting. At any Board meeting, every Director entitled to vote will have one vote. The act of a majority (51%) of the Directors present at a meeting at which a quorum is present will be the act of the Board, unless the act of a greater number is required by the ANCA, or the Corporation's Articles of Incorporation or Bylaws.

Section 3. Proxy Voting. A director may vote either in person or by proxy. A director may appoint another director as proxy to vote or otherwise act for the director by signing an appointment form. An appointment of a proxy is effective when received by the Corporation's Secretary. A proxy appointment will be effective for one month unless a different period is expressly provided in the appointment form. To be effective, an appointment of a proxy must expressly state that the proxy is revocable at any time by the director who executed it.

Section 4. Action by Written Consent of Directors. Any action required by the Corporation's Articles of Incorporation or Bylaws, or any provision of the ANCA, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent will have the same force and effect as a unanimous Board vote taken at a meeting.

Section 5. Presumption of Assent. A Director who is present at a Board meeting, or a committee thereof, at which action on any corporate matter is taken will be presumed to have assented to the action taken unless such Director's dissent is entered in the meeting minutes or unless such Director files a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or forwards such dissent by registered mail to the Corporation's Secretary immediately after the adjournment of the meeting. Such right to dissent will not apply to a Director who voted in favor of such action.

Section 6. Annual Meeting. The Board's annual meeting will be held at such time and place as the Chair determines, or in the absence of action by the Chair, as set forth in the notice given, or waiver signed, with respect to such meeting. At the annual meeting, the incumbent Directors will elect new Directors to fill any vacancies on the Board, who will then elect officers and transact such other business as may be properly brought before the meeting. If for any reason an annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof.

Section 7. Regular Meetings. The Board may provide by resolution for regular or stated Board meetings, to be held at a fixed time and place without other notice than such resolution.

Section 8. Special Meetings. Special Board meetings may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the ANCA, on call of the Chief Executive Officer or Secretary, and must be called by the Secretary on the written request of any twenty percent (20%) of the Directors.

Section 9. Place of Meetings. All meetings will be held at the Corporation's principal office or at such other place within or without the State of Arizona as designated by the Board, by any persons entitled to call a meeting, or by waiver of notice signed by all of the Directors.

Section 10. Meetings by Telephone or Other Communication Technology. Any or all Directors may participate in a regular or special Board meeting or in a committee meeting through the use of the telephone or any other means of communication by which all participating Directors may simultaneously hear each other during the meeting. Participation by such means will constitute presence in person at a meeting. Furthermore, in the event that a quorum is present at the start of such a meeting where any Director has appeared telephonically, his or her failure to finish the meeting shall not impact whether a quorum was present, as such quorum was established at the outset of said meeting. Furthermore, in order to have his or her vote counted, said member participating via telephone shall provide a verbal response to any votes that may be had during the course of a meeting. Failure to voice a vote shall be counted as an abstention.

Section 11. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual or special meeting must be given by oral or written notice delivered personally to each Director at least twenty-four (24) hours prior thereto, or by written notice given by other than personal delivery at least forty-eight (48) hours prior thereto. The purpose of and the business to be transacted at any special Board meeting need not be specified in the notice or waiver of notice of such meeting unless required by the ANCA.

(b) Methods of Giving Notice. Notice of any annual or special Board meeting, and any other notice required to be given under these Bylaws or the ANCA may be communicated in person, by telephone, e-mail, facsimile or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(c) Waiver of Notice. Whenever any notice is required to be given under the provisions of the ANCA or under the provisions of the Corporation's Articles of Incorporation or Bylaws, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, will be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting will constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 12. Executive Session. The Board may vote to go into executive session and close any portion of a Board meeting to staff, guests and Board advisors at any time. The Board must go into executive session and close any relevant portion of a Board meeting when considering any of the following matters: (a) employment, personnel, or medical matters; (b) legal advice for the Board or the Corporation; (c) pending or contemplated litigation; or (d) any other matter where information that is proprietary or confidential, or for which public disclosure is contrary to law, will be discussed.

Section 13. Electronic Mail. Any action which may be accomplished, or is required to be accomplished, in writing under these Bylaws or the ANCA, including agreement to a unanimous written consent, will be valid if sent and received by electronic mail.

Section 14. Director Deadlock. In the event the Board votes are deadlocked, but only if so required by the written request of any Director delivered to the Chief Executive Officer, the Chair will have the authority to issue a decision on the issue upon which the Board is deadlocked. Such decision will be binding on the Corporation and on each Director.

ARTICLE IV OFFICERS

Section 1. Number. The Corporation's principal officers will be a Chair, a Vice-Chair, a Chief Executive Officer, a Secretary, and a Treasurer, each of whom will be elected by the Board. The Board may elect such other officers and assistant officers and agents as may be deemed necessary. Except the offices of Chief Executive Officer and Secretary, the same individual may simultaneously hold more than one office.

Section 2. Election and Term of Office. The Corporation's officers will be elected each year by the Board at its annual meeting. If the election of officers will not be held at such meeting, such election must be held as soon thereafter as may be convenient. Each officer will hold office from the close of the annual meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer's resignation or removal in the manner hereinafter provided.

Section 3. Resignation. Any officer may resign at any time by delivering written notice to the Chief Executive Officer, the Secretary, or the Board, or by giving oral or written notice at any Board meeting. Any such resignation will take effect at the time specified therein, the acceptance of such resignation will not be necessary to make it effective.

Section 4. Removal. Any Board appointed or elected officer or agent may be removed by the Board, whenever in its judgment the Corporation's best interests will be served thereby, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment will not of itself create contract rights.

Section 5. Vacancies. The Board may fill a vacancy in any office because of death, resignation, removal, disqualification or otherwise for the unexpired portion of the term.

Section 6. Chair and Vice Chair. The Chair will call and preside at all meetings of the Board of Directors; will be, ex officio, a voting member of all Board committees; and will be the liaison between the Chief Executive Officer and the Board. The Vice-Chair shall serve in the absence of the Chair or in the event of the Chair's death, inability or refusal to act.

Section 7. The Chief Executive Officer. The Chief Executive Officer will be the Corporation's principal executive officer and, subject to Board oversight, will in general supervise and control all of the Corporation's business and affairs. The Chief Executive Officer will have authority, subject to such strategic goals, policies and procedures as the Board may prescribe, to appoint such agents and employees as he or she may deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees will hold office at the Chief Executive Officer's discretion. In general, the Chief Executive Officer will perform all duties incident to that office, and such other duties as the Board may prescribe from time to time.

Section 8. The Secretary. The Secretary will: (a) ensure the minutes of Board meetings are kept in one or more books provided for that purpose or a secure online repository accessible to the Chief Executive Officer; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the Corporation's seal if one is authorized by the Board, in which case the Secretary will see that the seal is affixed to all documents the execution of which on the Corporation's behalf under its seal is duly authorized; (d) maintain a board roster of current officers and directors, their terms and their contact information; and (e) in general perform all duties incident to the office of Secretary and such other duties as the Chief Executive Officer or the Board may assign from time to time.

Section 9. The Treasurer. The Treasurer will: (a) oversee the development and observation of the Corporation's financial policies, budgeting, reporting to the Board and serve as Chair of the Finance Committee if one is authorized by Board resolution; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as the Chief Executive Officer or the Board may assign from time to time.

Section 10. Other Assistants and Acting Officers. The Board will have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board will have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as the Board may otherwise define or restrict such power.

Section 11. Compensation. Officers, other than the Chief Executive Officer who is a staff member, will not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the Corporation's exempt purposes. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board. Compensation and reimbursement decisions will be made in compliance with the Corporation's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

ARTICLE V CONFLICTS OF INTEREST

Section 1. Conflict of Interest Procedure. Each Director, officer, key employee, and member of a Board committee or subcommittee with Board-delegated powers will conduct him or herself in a manner consistent with the Corporation's Conflict of Interest Policy as the Board may amend from time to time.

Section 2. Disclosure of Conflicts. Each Director, officer, key employee, and member of a Board committee or subcommittee with Board-delegated powers will annually complete and sign the form of the Corporation's Annual Conflict of Interest Acknowledgment Statement as may be amended by the Board from time to time.

ARTICLE VI COMMITTEES

Section 1. Board Committees. The Board by resolution may create one or more standing or ad hoc committees having such powers as are then permitted by the ANCA and as are specified in the resolution. Committees must consist of one or more of the Corporation's Directors.

(a) Powers Reserved to the Board. Any committee, to the extent provided in the Board resolution, will have and may exercise any of the Board's powers and authority, except that no committee will have any power or authority as to the following: (i) the filling of vacancies on the Board or any committee with Board delegated powers; (ii) the adoption, amendment or repeal of the Bylaws; (iii) the fixing of Director compensation; (iv) the amendment or repeal of any Board resolution; or (v) action on matters committed by the Bylaws or by Board resolution to another Board committee.

(b) Participation by Non-Directors. A person who is not a Director may be appointed to any Board committee except where specified in the committee's charter; provided, however, that such non-Director will have no right to vote on any question that would create a binding obligation of the Corporation.

(c) Removal; Authority of the Board. The Board may remove any member of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action, is subject to amendment, modification, or repeal at the next annual or regular meeting of the Board.

(d) Term. Except for committees for which the Board has, by resolution, adopted different rules, each committee member will continue as such until the Corporation's next annual meeting, unless the Board removes the member or terminates the Committee. Committee members may serve consecutive terms without limitation.

(e) Committee Rules. Each committee may, subject to the Board's approval, prescribe rules and regulations for the call and conduct of committee meetings and other matters relating to its procedure that are consistent with the Articles, the Bylaws, and Board applicable resolutions.

Section 2. Advisory Committees. The Board may create one or more advisory committees. Each such committee may consist of any number of persons who are not Directors and who the Board deems appropriate to serve on such committee. The Board at any time may appoint additional members thereto. The members of any such committee will serve at the Board's pleasure. Such advisory committees will advise with and aid the Corporation's officers and Directors in all Board designated matters. Each such committee may, subject to the Board's approval, prescribe rules and regulations for the call and conduct of committee meetings and other matters relating to its procedure.

ARTICLE VII INDEMNIFICATION

The Corporation must, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its current and former Directors, Officers, and agents against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is the Corporation's Director or Officer; provided, however, that the Corporation's obligation of indemnification will be conditioned upon its receipt of prompt written notice of the threat or filing of an action, suit or proceeding as to which rights of indemnification are sought. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder will not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, Director vote, the ANCA or otherwise. All capitalized terms used in this section and not otherwise defined herein will have the meaning set forth in Section 10-3850 of the ANCA.

ARTICLE VIII MISCELLANEOUS

Section 1. Fiscal Year. The Corporation's fiscal year will end on the last day of December in each year.

Section 2. Books and Records. The Corporation must keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of Board proceedings, and any minutes which may be maintained by Board committees; records of the name and address of each Director and each officer; and such other records as may be necessary or advisable.

Section 3. Corporate Acts. The Chief Executive Officer will have authority to sign, execute and acknowledge on the Corporation's behalf, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which will be authorized by Board resolution. Except as otherwise provided by the ANCA or directed by the Board, the Chief Executive Officer may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Corporation's Secretary is

authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Corporation's Board.

Section 4. Loans. Monies must not be borrowed on the Corporation's behalf and evidences of such indebtedness must not be issued in its name unless authorized by a Board resolution. Such authority may be general or confined to specific instances.

Section 5. Deposits. All the Corporation's funds, not otherwise employed, must be deposited from time to time to the Corporation's credit in such banks, investment firms or other depositories as the Board may select.

Section 6. Recognition of Contributions. The Board is authorized to implement a program to recognize and show appreciation for the Corporation's significant contributors. Such a program may include preparation of a space where contributors' names may be displayed or such other recognition the Board deems appropriate.

Section 7. Voting Shares of Other Corporations. Unless otherwise ordered by the Board, the Chief Executive Officer will have full power and authority to vote either in person or by proxy, on the Corporation's behalf, at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all the rights and powers incident to the ownership of such shares. The Board may confer like powers upon any other person and may revoke such powers so granted at its pleasure.

ARTICLE IX AMENDMENTS

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority (51%) of the Directors then in office at any regular or special meeting thereof.

Section 2. Implied Amendment. Any action taken or authorized by the Board, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, will be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Certified a true and correct copy of the Bylaws adopted on December ____ by the Board of Maggie's Place, Inc.

_____, Secretary

These by laws amended and approved by the Maggie's Place, Inc. Board of Directors on July 20, 2020.



Rena Cruse, Inc. Board Chair



Amy Anderson-Vali, Secretary