

## Bylaws of The Milton Lumbergh Association

Adopted: [To be completed at first Board meeting on November 23, 2025]

### **Article I: Name and Purpose**

#### **Section 1.1 – Name**

The name of the organization shall be *The Milton Lumbergh Association* ("MLA").

#### **Section 1.2 – Purpose**

MLA is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code. Its mission is to reimagine tech support as a regenerative, trauma-aware public good through mentorship-driven training, emotionally fluent service, and community-rooted systems of care.

### **Article II: Governance and Board of Directors**

#### **Section 2.1 – Authority**

The affairs of MLA shall be managed by its Board of Directors, subject to applicable law and these bylaws.

#### **Section 2.2 – Composition**

- The Board shall consist of no fewer than three (3) and no more than fifteen (15) voting members.
- A majority of Directors shall be "independent," defined as not receiving compensation from MLA.
- Paid staff may serve on the Board if independence thresholds are maintained and conflicts are disclosed.

#### **Section 2.3 – Term and Election**

- Directors shall serve two-year terms, renewable by majority vote.
- New Directors shall be elected by the existing Board or appointed by the Founder, subject to ratification.

#### **Section 2.4 – Duties**

Directors shall:

- Uphold MLA's mission and values

- Approve budgets, strategic plans, and major policies
- Oversee compensation and employment decisions, excluding votes involving their own compensation

### **Section 2.5 – Resignation and Removal**

- Any Director may resign at any time by written notice.
- Directors may be removed by majority vote for cause, including breach of fiduciary duty, failure to attend meetings, or misconduct.

### **Section 2.6 – Quorum and Voting**

- A quorum shall consist of a simple majority (more than 50%) of the entire Board of Directors currently in office.
- Unless otherwise required, actions shall be approved by a majority of Directors present at a meeting with quorum.
- Tie votes shall be resolved by the Board Chair or, if absent, the presiding officer.

### **Section 2.7 – Meetings**

- The Board shall meet at least annually.
- Special meetings may be called by the Board Chair, the Founder, or any two Directors with at least seven (7) days' notice. Special meetings may still be called at any time for urgent matters by the Board Chair, Founder, or any two Directors.
- Meetings may be held in person or via teleconference/video conference.
- Electronic voting is permitted in compliance with Ohio nonprofit law, provided all Directors have simultaneous access to discussion and votes are documented in the minutes.

## **Article III: Officers and Staff**

### **Section 3.1 – Officers**

MLA shall have the following officers:

- Executive Director (Founder)
- Chief Development Officer (CDO)
- Chief Operating Officer (COO)

- Chief Financial Officer (CFO)  
Additional roles may be created as needed.

### **Section 3.2 – Appointment and Compensation**

- Officers may be appointed by the Board or Founder.
- Compensation shall be determined by the Board, excluding votes by affected individuals.
- No employee shall earn more than three (3) times the base salary of the lowestpaid staff member.

### **Section 3.3 – Mentorship Model**

All staff shall be onboarded through MLA’s mentorship arc, emphasizing emotional fluency, service rhythm, and repair logic.

## **Article IV: Conflict of Interest**

### **Section 4.1 – Policy Adoption**

MLA shall adopt and enforce a Conflict of Interest Policy consistent with IRS guidelines and Ohio law.

### **Section 4.2 – Disclosure and Recusal**

- Directors and Officers shall disclose potential conflicts annually and as they arise.
- Individuals with a conflict shall recuse themselves from related discussions and votes.

## **Article V: Chapters and Expansion**

### **Section 5.1 – Chapter Formation**

MLA may establish chapters in other cities under a national backbone structure.

### **Section 5.2 – Licensing and Oversight**

Chapters must:

- Operate under formal licensing agreements
- Adhere to MLA’s salary cap, onboarding model, and cultural guarantees
- Remain accountable to MLA’s Board and Founder

## **Article VI: Financial Practices**

### **Section 6.1 – Fiscal Year**

The fiscal year shall begin on January 1 and end on December 31.

### **Section 6.2 – Transparency**

MLA shall maintain accurate financial records and publish annual financial summaries.

### **Section 6.3 – Use of Funds**

Surplus funds shall be reinvested into staff wellness, physical space upgrades, or mentorship expansion. MLA shall not use unpaid labor or internships.

### **Section 6.4 – Recordkeeping**

MLA shall maintain a Document Retention Policy and make records available for inspection as required by law.

## **Article VII: Indemnification**

MLA shall indemnify its Directors and Officers to the fullest extent permitted by Ohio law for actions taken in good faith and within the scope of their duties.

## **Article VIII: Non-Discrimination**

MLA does not discriminate on the basis of race, color, religion, gender, sexual orientation, age, disability, or national origin in any of its activities or operations.

## **Article IX: Committees**

The Board may establish standing or ad hoc committees as needed. Each committee shall operate under a written charter and report to the full Board.

## **Article X: Dissolution**

Upon dissolution of MLA, all assets remaining after payment of liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government, for a public purpose.

## **Article XI: Amendments**

These bylaws may be amended only by a two-thirds vote of the Board of Directors.

**Section 11.2 – Non-Negotiable Clause**

Article III, Section 3.2 (Salary Cap) may not be repealed or amended without public discussion and consensus from the MLA team.

# Board Adoption Signatures

Printed Name:

Signature:

Date:

## Board Calendar Guidance

Although the Board meets annually, MLA encourages proactive governance. Suggested practices include:

- Schedule at least one annual meeting for strategic review and compliance.
- Consider informal check-ins or committee meetings quarterly for oversight.
- Ensure timely review of financials and policies even outside formal meetings.

## Board Adoption Signatures

Printed Name	Signature	Date
David Fetterman		
M Jasmin Lunsford		
Janet Greathouse		
Joseph Tkach		
Tom Claridge Jr.		
Brandon Keffer		