



SILLY BILLIES CARES



BYLAWS



An Oregon Domestic Nonprofit Corporation



Established April 7, 2025





SILLY BILLIES CARES

RESTATED BYLAWS

Final Board Review & Adoption Copy

Legal Name	Silly Billies Cares
Entity Type	Oregon Domestic Nonprofit Public Benefit Corporation
Formation Date	April 7, 2025
Oregon Secretary of State Registry No.	239001993
Oregon DOJ Charitable Registration	70474
Federal Tax Status	IRS-recognized 501(c)(3) public charity
Federal EIN	33-4494730
Founders	Mandy Johnson and Patrick Johnson

Adoption Status: These Restated Bylaws become effective only when approved by the Board of Directors and the adoption record is completed.



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ARTICLE I — FORMATION & GOVERNING AUTHORITY

Who We Are

Section 1.1 — Formation

Silly Billies Cares (the “Organization”) is an Oregon Domestic Nonprofit Public Benefit Corporation formed on April 7, 2025, by filing its Articles of Incorporation with the Oregon Secretary of State. The Organization’s Oregon Secretary of State Registry Number is 239001993.

Silly Billies Cares is recognized as a tax-exempt charitable organization under Section 501(c)(3) of the Internal Revenue Code.

Section 1.2 — Governing Authority

The Organization shall be governed in accordance with its Articles of Incorporation, these Bylaws, applicable Oregon and federal law, and duly adopted policies and resolutions of the Board of Directors.

These Bylaws establish a framework for responsible governance, transparency, accountability, stewardship of charitable resources, and fulfillment of the mission of Silly Billies Cares.

If any provision of these Bylaws conflicts with the Articles of Incorporation or controlling law, the Articles of Incorporation or controlling law shall govern.



ARTICLE II — OFFICES

Our Home Base

Section 2.1 — Principal Office

Silly Billies Cares shall maintain a principal office at a location designated by the Board of Directors. The current principal-office address shall be maintained in the Organization's official records and reported to the Oregon Secretary of State as required by law.

Section 2.2 — Registered Office and Registered Agent

Silly Billies Cares shall continuously maintain a registered office and registered agent in the State of Oregon as required by law. The registered office shall be a physical street address where official notices and legal process may be received. The registered office does not have to be the same location as the principal office or any program site.

Section 2.3 — Other Offices and Program Locations

Silly Billies Cares may maintain additional offices, program locations, meeting spaces, or other places of operation as needed to carry out its charitable mission. Locations may change as the Organization grows and as the needs of the children, families, and communities served by Silly Billies Cares change.



ARTICLE III — PURPOSE & MISSION

The Heart of Our Mission

Section 3.1 — Charitable Purpose

Silly Billies Cares is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The Organization's core purpose is to provide parent education, home visiting, and peer mental health support to enhance the well-being of children and families.

Section 3.2 — Our Mission

Silly Billies Cares believes every child deserves to feel loved and every family deserves to feel seen. We support children and families through compassionate, relationship-based services that build connection, strengthen families, and help people feel supported rather than alone.

Every child deserves to feel loved. Every family deserves to feel seen.

Section 3.3 — How We Walk With Families

We believe meaningful support begins with trusted relationships. We offer education, encouragement, practical guidance, peer support, resources, and connection while respecting each family's strengths, choices, culture, and individual journey.

We do not walk in front of families. We do not walk behind families. We walk beside them.

Section 3.4 — Hope Grows Here™

Silly Billies Cares recognizes that families may come to us during times of joy, change, uncertainty, hardship, or healing. We strive to create spaces where children and families experience belonging, dignity, compassion, encouragement, and hope.

We believe people begin to heal when they feel truly seen, connection grows through trusted relationships, and hope grows when someone chooses to walk beside them.

Section 3.5 — Programs and Services

To fulfill its charitable purpose, Silly Billies Cares may provide, develop, support, or partner in programs including parent and caregiver education, home visiting, peer mental health support, early childhood education, infant and toddler services, preschool, school-age services, family-resource navigation, child and family education, community outreach, professional learning, relationship-based services, and other charitable or educational activities consistent with the Organization's mission and tax-exempt purposes.



ARTICLE IV — BOARD OF DIRECTORS

Caring for the Mission

Section 4.1 — Board Governance

Silly Billies Cares shall be governed by a Board of Directors entrusted with protecting the mission, resources, integrity, and long-term well-being of the Organization. The Board provides oversight, accountability, guidance, and stewardship while helping Silly Billies Cares remain focused on the children, families, and communities it exists to serve.

Section 4.2 — No Statutory Voting Members

Silly Billies Cares is organized as a public benefit corporation without statutory members, as stated in its Articles of Incorporation. The Board of Directors shall exercise the governing authority of the Organization as provided by Oregon law, the Articles of Incorporation, and these Bylaws.

This does not prevent Silly Billies Cares from using words such as community member, participant, supporter, volunteer, or program member in everyday programs. Those descriptions do not create statutory voting membership in the corporation.

Section 4.3 — Number of Directors

The Board shall consist of no fewer than five (5) and no more than nine (9) Directors. Within that range, two positions are reserved as Family Legacy Director positions. The Board may determine the appropriate total number of Directors within the range based on the needs, growth, and work of Silly Billies Cares, provided the two Family Legacy positions are preserved.

Section 4.4 — Who We Want at the Table

Directors must be adults legally eligible to serve and should be individuals who believe in the mission and values of Silly Billies Cares; are willing to act honestly and in the best interests of the Organization; respect the dignity, experiences, and voices of children and families; can participate thoughtfully and respectfully in Board decisions; and are willing to uphold confidentiality, financial responsibility, ethical conduct, and these Bylaws.

Whenever reasonably possible, the Board should seek a healthy mix of lived experience, family and community perspective, early-childhood knowledge, financial or organizational skills, and independent voices. The Board should strive to maintain at least three Directors who are neither members of the Founders' family nor compensated employees of the Organization.

Section 4.5 — The Heart of Board Service

Serving on the Board is more than holding a title. Directors are expected to ask thoughtful questions, listen to one another, protect the Organization's resources, speak up when something does not feel right, and make decisions based on what best supports the mission of Silly Billies Cares.

Different voices are welcome. Respectful disagreement is healthy. No Director should feel afraid to ask a question or raise a concern.



Section 4.6 — Founders and Family Legacy Seats

Honoring Where We Came From

Silly Billies Cares was created through the shared vision, service, generosity, and lived experience of Founders Mandy Johnson and Patrick Johnson and their family. The Organization recognizes that the founding family helped shape its values, its relationship-centered approach, and its commitment to walking beside children and families.

To preserve that history and provide a continuing family voice in the future of the Organization, two seats on the Board of Directors shall be reserved as Family Legacy Director seats.

A Family Legacy seat may be held by either Founder; an adult child of either Founder; an adult grandchild or later direct descendant of either Founder; or, when no direct descendant is willing and qualified, another adult family member selected through the Family Legacy Succession Policy.

A Family Legacy Director must be at least 18 years old, support the charitable mission of Silly Billies Cares, understand the responsibilities of nonprofit Board service, and agree to fulfill the same fiduciary, ethical, confidentiality, attendance, and conflict-of-interest responsibilities as every other Director.

The purpose of these seats is not to create family ownership of the Organization, but to ensure that the voices, experiences, history, and values of the family that helped build Silly Billies Cares remain represented as the Organization grows across generations.

Our family started this work. Future generations may carry the spirit forward. The Organization itself belongs to its charitable mission and the families it serves.

Section 4.7 — Passing the Legacy Forward

No individual family member automatically inherits a Board position. When a Family Legacy seat becomes vacant, eligible family members shall be given a meaningful opportunity to express interest in serving, and selection shall follow these Bylaws and the Family Legacy Succession Policy adopted by the Board.

Whenever possible, succession should encourage participation from different branches and generations of the family. A Family Legacy Director may voluntarily step aside at the end of a term to allow another qualified family member the opportunity to serve.

A vacancy in a Family Legacy seat remains a Family Legacy vacancy and shall not be permanently converted into a general community Director position merely because an eligible family member is not immediately available. The Board may adjust the number of other Directors within the five-to-nine range so the Organization can continue to operate lawfully while preserving the vacant legacy seat.

Section 4.8 — Terms of Community Directors

Making Room for Both Experience and New Voices

Community and independent Directors shall serve two-year terms and may serve up to three consecutive terms, for a maximum of six consecutive years. After at least one year away from the Board,



a former Director may be considered for service again. Terms should be staggered whenever practical so experienced Directors remain while new voices are welcomed.

Section 4.9 — Terms of Family Legacy Directors

Family Legacy Directors shall serve three-year terms and may be selected for successive terms without a mandatory term limit, provided they remain willing, qualified, engaged, and able to fulfill the responsibilities of Board service. A Family Legacy Director is encouraged to make room for another eligible family member when doing so would strengthen the next generation's connection to the mission.

No family member is entitled to a seat solely because of family relationship. Service is both an honor and a responsibility.

Section 4.10 — Selecting Community Directors

Who We Invite to the Table

Community and independent Directors shall be elected by the Board of Directors. Before electing a new Director, the Board should consider the needs of the Organization and seek individuals whose experience, perspective, skills, or community relationships would strengthen Silly Billies Cares.

Candidates should have an opportunity to learn about the mission, review these Bylaws, understand expectations of Board service, and ask questions before agreeing to serve. Unless these Bylaws require a greater vote, a majority vote of the Directors present at a meeting where a quorum exists is required to elect a Community Director.

Section 4.11 — Selecting Family Legacy Directors

Passing the Story Forward

When a Family Legacy seat becomes available, eligible family members shall be given a meaningful opportunity to express interest in serving. Selection should consider connection to the mission, willingness to serve, understanding of the Organization's history, ability to fulfill fiduciary responsibilities, and commitment to carrying the spirit of service into the future.

While either Founder is living and able to participate, the Board shall consult the Founders, or the surviving Founder, regarding Family Legacy succession. The Board shall maintain a written Family Legacy Succession Policy establishing a fair process for future generations. The Board shall not unreasonably refuse a qualified and willing eligible family candidate solely because of disagreement with that candidate's lawful, good-faith views.

Section 4.12 — Attendance and Participation

Showing Up Matters

Board service requires participation, not perfection. Directors are expected to attend meetings regularly, prepare for important decisions, communicate when they cannot attend, and contribute in ways that support the work of Silly Billies Cares. Illness, family responsibilities, emergencies, and other circumstances will be treated with compassion.



A Director who repeatedly misses meetings or is consistently unable to participate may be asked to discuss whether continued Board service is the right fit. Attendance expectations may be further described in Board policy.

Section 4.13 — Resignation

A Director may resign at any time by providing written notice to the Board Director Representative, Secretary, or Board of Directors. Whenever possible, a resigning Director is encouraged to provide enough notice to allow an orderly transition. A resignation becomes effective when the notice is effective unless the Director specifies a later effective date.

Section 4.14 — Removal of a Director

Accountability With Fairness

Removal from the Board shall never be used to silence respectful disagreement, questioning, whistleblowing, or a good-faith concern about the Organization.

A Director may be considered for removal for serious or repeated failure to fulfill Board responsibilities; violation of fiduciary duties; misuse of Organization resources; significant breach of confidentiality; undisclosed conflicts of interest; threatening, discriminatory, fraudulent, dishonest, or seriously harmful conduct; or other grounds stated in these Bylaws or applicable law.

Except where immediate action is necessary to protect the Organization or another person, the Director shall receive written notice of the concern, have a reasonable opportunity to respond and provide relevant information, and not be removed solely because the Director disagreed with a majority of the Board.

Removal of a Director elected by the Board shall require a two-thirds (2/3) vote of the disinterested Directors then in office, or any greater vote required by law. A Family Legacy Director may be removed as an individual for serious misconduct, legal disqualification, or inability to fulfill Director responsibilities, but removal of the individual does not eliminate the Family Legacy seat itself.

Section 4.15 — Vacancies

A vacancy in a Community Director seat may be filled by the remaining Directors in accordance with these Bylaws and Oregon law. A person selected to fill a Community Director vacancy shall complete the remainder of the applicable term unless the Board establishes a different lawful term at the time of election.

A vacancy in a Family Legacy seat shall be filled only by a person eligible for that reserved seat under these Bylaws and the Family Legacy Succession Policy.

Section 4.16 — Compensation and Reimbursement

Service, Not Personal Gain

Directors and officers shall serve without compensation for their Board or officer service. Directors, officers, volunteers, and staff may be reimbursed for reasonable and approved expenses incurred on behalf of Silly Billies Cares when appropriate documentation is submitted.

Silly Billies Cares may employ and reasonably compensate an Executive Director, staff member, contractor, Director, Founder, Family Legacy Director, or related person for genuine services beyond



Board service when funding and organizational needs support doing so. Any such compensation involving an insider or related person must follow the conflict-of-interest provisions of these Bylaws, be approved by disinterested Directors, and be documented in the minutes. No person may vote on their own compensation.

Section 4.17 — Regular and Special Board Meetings

Staying Connected

The Board shall hold regular meetings at least four times each calendar year, ordinarily during the following months:

Month	Meeting	Purpose
January	New Year & Planning Meeting	Dream, plan, set goals, and identify priorities for the year ahead.
April	Annual Meeting	Review organizational health, Board and officer roles, finances, required disclosures, policies, programs, and annual governance responsibilities.
July	Mid-Year Check-In	Celebrate progress, review programs and finances, identify changing family or community needs, and adjust as needed.
October	Year-End & Budget Planning Meeting	Prepare for the coming year, review financial needs, develop the upcoming budget, and discuss programs, fundraising, and priorities.

Special Board meetings may be held as needed throughout the year when an important matter, opportunity, concern, emergency, or decision should not wait until the next regular meeting. A special meeting may be called by the Board Director Representative, the Executive Director when authorized by the Board, or any two Directors. Unless a longer period is required by these Bylaws for a particular action, at least seven (7) days' notice should be given when reasonably practicable; in urgent circumstances, shorter notice may be given if permitted by Oregon law and these Bylaws.

The Board may also schedule additional working meetings, planning sessions, or retreats whenever doing so would support the mission and work of Silly Billies Cares.

Section 4.18 — Participation by Telephone or Video

Directors may participate in a regular or special meeting by telephone, video conference, or another communication method that allows all participating Directors to communicate with one another at the same time. Participation in this manner counts as presence at the meeting.

Section 4.19 — Quorum and Voting

Every Voice Counts

A majority of the Directors then in office shall constitute a quorum. Unless these Bylaws or applicable law require a greater vote, an action is approved by a majority of the Directors present when a quorum exists. Each Director has one vote and may not vote by proxy.



Before major decisions are put to a vote, Directors should be given a meaningful opportunity to ask questions, share concerns, and be heard.

Section 4.20 — Action Without a Meeting and Electronic Action

The Board may take action without a meeting by unanimous written consent as permitted by Oregon law. The Board may also use electronic mail or other electronic means to take action when permitted by Oregon law, provided required notice, voting opportunity, and recordkeeping requirements are followed. The Board should reserve electronic action for matters that can be fairly understood and decided without preventing meaningful discussion.

Section 4.21 — Minutes and Dissent

Our History Deserves an Honest Record

Board minutes shall fairly record actions taken by the Board. When a Director requests that a dissent, abstention, conflict disclosure, or significant governance concern be reflected in the minutes, the Secretary shall ensure the record accurately reflects it.

Minutes should not be written to make disagreement disappear.



ARTICLE V — LEADERSHIP & OFFICERS

Different Roles, One Team

Section 5.1 — Executive Director

The Board may appoint an Executive Director to provide day-to-day leadership for Silly Billies Cares and help bring the mission to life. The Executive Director may oversee programs, staff, volunteers, operations, partnerships, grants, community relationships, and implementation of plans approved by the Board. The Executive Director shall provide regular updates to and remain accountable to the Board of Directors.

The Executive Director may also serve as a Director if otherwise eligible and selected under these Bylaws. When the Board considers the Executive Director's compensation, employment terms, evaluation, discipline, or another matter creating a personal conflict, the Executive Director shall not vote as a Director on that matter.

Section 5.2 — Board Director Representative

The Board shall select one Director to serve as the Board Director Representative. This title is used in lieu of the title "president" for purposes of Oregon nonprofit law. The Board Director Representative helps coordinate and facilitate Board meetings, supports communication among Directors, and performs the officer responsibilities assigned to the president function by law, these Bylaws, or Board resolution.

The Board Director Representative does not have greater voting authority than another Director. Every Director has one equal vote.

Section 5.3 — Secretary

The Secretary helps protect the history and official record of Silly Billies Cares. The Secretary shall ensure that accurate minutes of Board meetings are maintained; official notices and important Board records are preserved; adopted policies, resolutions, and Bylaws are kept current; and requested dissents, abstentions, and conflict disclosures are accurately reflected in the record.

Section 5.4 — Treasurer

The Treasurer helps the Board understand and responsibly oversee the financial health of Silly Billies Cares. The Treasurer shall help ensure that the Board receives clear and timely financial information, participates in development and review of the annual budget, and helps monitor the Organization's financial safeguards.

The Treasurer shall not be solely responsible for or have unchecked control over the Organization's money. Financial duties shall be shared according to the fiscal policies and internal controls adopted by the Board.

Section 5.5 — Required Officer Functions and Separation of Roles

Silly Billies Cares shall maintain the officer functions required by Oregon law: the Board Director Representative in lieu of president, a Secretary, and a Treasurer. To strengthen checks and balances,



these three officer functions shall be held by three different individuals. The Board may create additional officer roles when useful and lawful.

Section 5.6 — Selection, Terms, Vacancies, and Removal of Officers

Officers shall be selected by the Board and ordinarily reviewed at the April Annual Meeting. An officer shall serve until a successor is selected or until resignation, removal, or disqualification. The Board may fill an officer vacancy at any regular or special meeting. An officer may be removed from the officer role by the Board when the Board determines that doing so is in the best interests of the Organization, without automatically removing that person from the Board unless separate action is taken under Article IV.

Section 5.7 — Directors

Every Director shares responsibility for protecting the mission, charitable resources, integrity, and future of Silly Billies Cares. Directors are expected to participate, ask questions, listen respectfully, review important information, disclose conflicts, and make decisions in the best interests of the Organization and the children and families it serves.

No Director's voice is more valuable than another's. Different experiences and perspectives make our Board stronger.

Section 5.8 — Working Together

The Executive Director manages the daily work of the Organization. The Board of Directors governs and provides oversight. The Board Director Representative helps the Board work together. The Secretary protects the record. The Treasurer helps protect the finances.

Different roles. One team. One mission.



ARTICLE VI — COMMITTEES & COMMUNITY VOICES

More Voices, Stronger Connections

Section 6.1 — Committees With a Purpose

The Board may create committees, advisory groups, or short-term work groups when they would help Silly Billies Cares carry out its mission, solve a problem, complete a project, or bring additional knowledge and voices into the Organization. A committee should exist because there is meaningful work to do, not simply because the Bylaws say there should be one. Committees may be ongoing or temporary and may end when their work is complete.

Section 6.2 — Board Committees

When the Board creates a committee that may exercise authority of the Board, the committee shall consist of at least two Directors, and only Directors may serve as voting members of that committee. The full Board remains ultimately responsible for governance even when authority is delegated.

Section 6.3 — Advisory Groups and Community Voices

Everyone Does Not Need a Board Seat to Have a Voice

Silly Billies Cares may create advisory committees, family circles, community groups, or project teams that include people who are not Directors. These may include families and caregivers, community members, volunteers, professionals, former participants, people with lived experience, community partners, and others who can help Silly Billies Cares better understand the people and communities it serves.

Advisory groups may provide ideas, recommendations, feedback, and support but do not exercise the authority of the Board.

Section 6.4 — Program Advisory Committees

Every Program Deserves a Voice

Silly Billies Cares shall seek to maintain advisory committees that reflect its primary programs and communities. Standing program advisory committees may include:

- Community & Family Support Committee
- Silly Billies Preschool Committee
- Silly Billies Infant & Toddler Committee
- Silly Billies School-Age Committee
- Home Visiting & Family Connections Committee

Program advisory committees exist to ensure that the experiences, ideas, concerns, and hopes of the children and families served by Silly Billies Cares have a meaningful path to organizational leadership. Committees may include parents, caregivers, current or former participating families, community members, staff, volunteers, professionals, and Board Directors.

Whenever reasonably possible, each program advisory committee shall include at least one parent, caregiver, or individual with direct lived experience of the program or population represented.



Each program advisory committee shall provide recommendations and feedback to the Executive Director and Board but shall not independently exercise Board authority. Whenever reasonably practical, a representative from each active program advisory committee should provide or submit a brief update for the April Annual Meeting.

The Board may combine, rename, temporarily pause, or create additional program advisory committees as programs grow or change, provided meaningful opportunities for family and community input are preserved.

Section 6.5 — Listening Is Part of Serving

Silly Billies Cares believes families should not simply receive services; they should have opportunities to help shape how support is provided. The Board and Executive Director should create meaningful opportunities for children, families, caregivers, and community partners to share experiences, concerns, ideas, and hopes for the future. Feedback should be welcomed respectfully, including feedback that identifies something the Organization could do better.

Listening to families is part of walking beside them.

Section 6.6 — Limits on Committee Authority

A committee may not take any action that Oregon law reserves for the full Board, including authorizing distributions; approving or recommending dissolution, merger, or disposition of all or substantially all Organization assets; electing, appointing, or removing Directors or filling Board or Board-committee vacancies; or amending the Articles of Incorporation or these Bylaws except by making a recommendation to the full Board.

Section 6.7 — Committee Records and Updates

Committees shall provide reasonable updates to the Board. When a committee exercises delegated Board authority, appropriate minutes or written records of its actions shall be maintained as part of the Organization's corporate records.

Section 6.8 — One Board, One Mission

Committees are created to support the Board, not replace it. Directors remain responsible for asking questions, reviewing important information, overseeing finances, and protecting Silly Billies Cares regardless of which committees they serve on.



ARTICLE VII — FINANCIAL STEWARDSHIP

Caring for What Is Entrusted to Us

Section 7.1 — Every Dollar Has a Purpose

Money, property, grants, donations, and other resources entrusted to Silly Billies Cares shall be used to further the Organization's charitable mission and support the children, families, programs, and communities we serve. The Board shares responsibility for protecting these resources.

Good stewardship means knowing where our resources come from, where they go, and why.

Section 7.2 — Fiscal Year

The fiscal and tax year of Silly Billies Cares shall end on December 31 unless changed by the Board in a manner consistent with applicable law and required filings.

Section 7.3 — Annual Budget

Each year, the Executive Director and Treasurer shall help prepare a proposed annual budget for review and approval by the Board. The budget should reflect expected income and grants; program and staffing needs; operating expenses; planned projects and purchases; and reasonable savings or reserves for future needs. The Board shall compare actual income and expenses with the approved budget throughout the year.

Section 7.4 — Financial Reports to the Board

Directors shall receive understandable financial information often enough to responsibly oversee the Organization. At each regular quarterly Board meeting, the Board should receive and review current financial information, including available balances, income, expenses, and significant differences from the approved budget.

Financial questions are part of good Board service — not a sign of distrust.

Section 7.5 — No One Person Controls Everything

Financial responsibilities shall be divided whenever reasonably possible so that no single person has unchecked control over receiving, spending, recording, approving, and reviewing Silly Billies Cares funds. The person approving an expenditure should not be the only person responsible for making, recording, and independently reviewing that same transaction.

Section 7.6 — Bank Accounts

All Organization funds shall be maintained in accounts held in the legal name of Silly Billies Cares. The Board shall authorize financial institutions and individuals permitted to access Organization accounts. Personal accounts shall never be used to hold Silly Billies Cares funds.



Section 7.7 — Spending and Approvals

Expenses must have a legitimate charitable or organizational purpose. The Board shall maintain a written Fiscal Policy establishing who may spend Organization funds; approval limits; when additional approval is required; who may sign checks or authorize electronic payments; card rules; documentation requirements; and procedures for unusual or large purchases.

Section 7.8 — Receipts and Documentation

Tell the Story Behind the Expense

Organization expenditures shall be supported by reasonable documentation showing what was purchased, the amount, the date, and the Organization purpose. Receipts, invoices, contracts, reimbursement forms, grant documentation, and other financial records shall be maintained according to the Organization's fiscal and record-retention policies.

Section 7.9 — Reimbursements

Directors, employees, volunteers, and others may be reimbursed for reasonable, authorized expenses incurred on behalf of Silly Billies Cares. No individual may approve their own reimbursement. Reimbursement requests shall include appropriate documentation and be reviewed by another authorized person.

Section 7.10 — Credit and Debit Cards

Organization credit or debit cards may be provided only to individuals authorized under the Fiscal Policy. Cards shall be used only for legitimate Silly Billies Cares purposes. Receipts and the purpose of each expense shall be documented, and statements shall receive independent review by someone who was not responsible for making all purchases being reviewed.

Section 7.11 — Monthly Bank Review

Bank accounts shall be reconciled monthly. Bank statements, withdrawals, electronic transactions, checks, and deposits shall also receive periodic independent review by someone who is not solely responsible for making those transactions.

Section 7.12 — Grants and Restricted Gifts

A Promise Made Is a Promise Kept

Money received for a particular grant, program, project, child/family service, or donor-restricted purpose shall be used consistently with those restrictions. Grant requirements, reporting deadlines, budgets, and supporting records shall be tracked and maintained.

When Silly Billies Cares accepts restricted funding, we honor the purpose for which it was given.

Section 7.13 — Compensation

Service Comes First

At the time these Restated Bylaws are adopted, Directors and officers serve without compensation for Board or officer service. Silly Billies Cares may employ and reasonably compensate an Executive



Director, staff member, contractor, or other individual in the future when funding and organizational needs support doing so.

Any future compensation involving a Founder, Executive Director, Director, Family Legacy Director, or related person shall be reviewed and approved by disinterested Directors under the Conflict-of-Interest Policy and documented in the Board minutes. The person receiving the compensation shall not participate in the vote approving their own compensation.

Section 7.14 — Financial Records and Transparency

Silly Billies Cares shall maintain complete and accurate financial records as required by law. Directors shall have access to financial information reasonably necessary to fulfill their responsibilities.

Section 7.15 — Annual Financial Review

At least annually, the Board shall review the financial condition of Silly Billies Cares, including year-end financial statements, budget performance, major grants and obligations, internal financial controls, and significant financial concerns. The Board may obtain bookkeeping, accounting, tax, audit, or other professional assistance when appropriate.

Section 7.16 — Financial Concerns

Speaking Up Protects the Mission

Any Director, employee, volunteer, or other person who reasonably believes Organization money or property has been lost, misused, improperly spent, inaccurately recorded, or taken shall be encouraged to report the concern. A person who raises a good-faith financial concern shall not be punished, intimidated, excluded, or retaliated against for speaking up. Concerns involving suspected theft, fraud, or other misconduct shall be taken seriously, documented, and reviewed fairly.



ARTICLE VIII — ETHICS, CONFLICTS & SPEAKING UP

Doing What Is Right, Even When It Is Hard

Section 8.1 — Our Standard

Everyone entrusted with leadership at Silly Billies Cares is expected to act honestly, responsibly, respectfully, in good faith, and in the best interests of the Organization and its charitable mission.

Doing the right thing matters — even when it is uncomfortable.

Section 8.2 — What Is a Conflict of Interest?

A conflict of interest may exist when a Director, officer, Executive Director, committee member, or someone close to them could personally or financially benefit from a decision being made by Silly Billies Cares. A conflict may involve a family member, business relationship, employment or compensation, contract, purchase, use of Organization property, financial interest, or another relationship that could reasonably affect — or appear to affect — impartial judgment.

Having a conflict does not automatically mean someone has done something wrong. What matters is that the conflict is disclosed openly and handled properly.

Section 8.3 — Family Relationships

Family Voice With Public Trust

Silly Billies Cares proudly recognizes the important role of its Founders and Family Legacy Directors. Family participation is part of the history and future of the Organization. However, family relationships never remove the obligation to disclose a conflict or place the interests of a family member ahead of the charitable interests of Silly Billies Cares.

Our family legacy gives us a voice. It does not give us special financial privileges.

Section 8.4 — Disclosure

A person who knows or reasonably believes they have a conflict shall tell the Board about it before discussion or voting occurs whenever possible. The disclosure should include enough information for disinterested Directors to understand the nature of the relationship or interest. Directors are encouraged to ask for guidance when unsure.

When in doubt, disclose.

Section 8.5 — Stepping Back From the Decision

A Director with a conflict shall not vote on the conflicted transaction. The Board may ask the interested person to provide relevant information or answer questions, but the interested person should step away



from deliberation and decision-making when appropriate. Any approval shall be made by the disinterested Directors in accordance with Oregon law and the Organization's Conflict-of-Interest Policy.

Section 8.6 — Fairness to Silly Billies Cares

A transaction involving a conflict shall be approved only when the disinterested Directors determine that it is fair, reasonable, and in the best interests of Silly Billies Cares. Whenever appropriate, the Board should consider comparable prices, compensation information, alternative providers, or other relevant information before approving the arrangement.

Section 8.7 — Put It in the Minutes

Transparency Protects Everyone

The Board minutes shall document the conflict disclosed, who disclosed it, whether the person stepped away from discussion or voting, who participated in the decision, the Board's decision, and, when appropriate, why the Board believed the transaction was fair and in the Organization's best interests.

Section 8.8 — Annual Conflict Disclosure

Each Director, officer, Executive Director, and member of a committee exercising Board authority shall complete or affirm an annual Conflict-of-Interest Disclosure. A new conflict that arises during the year must still be disclosed when it occurs.

Section 8.9 — Respectful Conduct

Kindness Does Not Mean We Always Agree

Silly Billies Cares welcomes different experiences, ideas, questions, and opinions. Directors, officers, staff, volunteers, committee members, and organizational leaders are expected to treat one another with dignity and respect. Healthy disagreement is allowed.

No person should be yelled at, threatened, bullied, humiliated, intentionally excluded from information needed to fulfill their role, or pressured to remain silent simply because they disagree or ask difficult questions.

Kindness does not require agreement. Respect is required even when we disagree.

Section 8.10 — Confidentiality

Protect People, Not Problems

Directors and others entrusted with confidential information shall appropriately protect private information concerning children, families, employees, volunteers, donors, finances, personnel matters, and other sensitive Organization business. Confidential information shall not be used for personal advantage or unnecessarily shared.

Confidentiality shall never be used to hide misconduct, prevent lawful reporting, silence a good-faith concern, or keep a Director from fulfilling legal responsibilities.



Section 8.11 — Speaking Up

A Concern Is Worth Hearing

Anyone connected with Silly Billies Cares should have a safe way to raise a good-faith concern involving financial misuse; fraud or theft; child or family safety; unethical conduct; discrimination; conflicts of interest; falsification or destruction of records; misuse of Organization property; violations of law or policy; or other conduct that could harm Silly Billies Cares or the people it serves.

Concerns shall be taken seriously and reviewed as fairly and objectively as reasonably possible.

Section 8.12 — No Retaliation

No Director, officer, employee, volunteer, committee member, family member, or other person acting on behalf of Silly Billies Cares shall retaliate against someone for raising a good-faith concern or participating honestly in a review. Retaliation may include intimidation, threats, punishment, harassment, inappropriate removal from responsibilities, exclusion intended as punishment, or other adverse treatment because a person spoke up.

A report does not have to ultimately be proven correct for the person making it to have acted in good faith.

Speaking up to protect children, families, charitable resources, or the integrity of Silly Billies Cares is an act of care — not disloyalty.

Section 8.13 — Fair Review

Listen Before We Judge

When a serious concern is raised, Silly Billies Cares shall seek to listen carefully; document the concern; avoid jumping to conclusions; protect privacy when reasonably possible; allow people involved an opportunity to respond; use an independent person when a conflict would prevent an impartial review; and take appropriate corrective action when needed. A person accused of wrongdoing should not control the investigation of the allegation against them.

Section 8.14 — Protecting the Mission Together

Ethical leadership is everyone's responsibility. The Founders, Family Legacy Directors, community Directors, Executive Director, officers, staff, volunteers, and committee members all share responsibility to protect the trust placed in Silly Billies Cares.

We care for people. We care for the truth. We care for what has been entrusted to us.



ARTICLE IX — RECORDS, REPORTING & TRANSPARENCY

Our Story Deserves an Honest Record

Section 9.1 — Keeping Good Records

Silly Billies Cares shall maintain accurate and organized records of its governance, finances, programs, and required filings. Corporate records shall include, as applicable, Board and committee minutes; actions taken without a meeting; current Articles of Incorporation and Bylaws; Board resolutions and adopted policies; names of current Directors and officers; accounting and financial records; annual financial statements; required state and federal filings; and other records necessary to responsibly operate the Organization.

Section 9.2 — Minutes Matter

What Happened Should Be What the Record Shows

Minutes shall provide a fair and accurate record of Board actions and important governance matters. Minutes should document who attended; whether a quorum existed; significant motions and votes; conflicts of interest and abstentions; major financial or governance decisions; and other information necessary to understand what the Board did. A Director may request that their dissent, abstention, or significant concern be reflected in the minutes.

Our records should tell the truth about our decisions — even when the conversation was difficult.

Section 9.3 — Records Belong to Silly Billies Cares

Organizational records belong to Silly Billies Cares, not to an individual Director, officer, employee, volunteer, or family member. Important records should be maintained in an Organization-controlled location or system whenever reasonably possible. No person leaving a position may intentionally withhold, destroy, alter, or deny reasonable access to Organization records, passwords, accounts, files, or other property belonging to Silly Billies Cares.

Section 9.4 — Director Access

You Cannot Govern What You Cannot See

Every Director shall have reasonable access to records and information needed to fulfill Board responsibilities. A Director requesting financial or governance information in good faith shall not be treated as disloyal or difficult simply because they asked to see the records.

Questions and transparency make an organization stronger.



Section 9.5 — Protecting Confidential Information

Transparency does not mean every record should be publicly shared. Silly Billies Cares shall appropriately protect confidential information involving children and families; personnel matters; health or mental-health information; personally identifying information; confidential donor information; legal matters; and other information protected by law or policy.

Section 9.6 — Record Retention

The Board shall adopt a written Document Retention & Destruction Policy identifying how long different types of records must be maintained and how records may be securely destroyed when retention is no longer required. Permanent corporate records, including Board minutes and governing documents, shall be preserved as required by law. No record shall be destroyed, altered, concealed, or deleted for the purpose of hiding misconduct, avoiding an investigation, or preventing lawful review.

Section 9.7 — Annual Reports and Required Filings

Silly Billies Cares shall timely complete required state and federal registrations, reports, tax filings, and renewals, including applicable Oregon Secretary of State filings, Oregon Department of Justice charitable reports, and IRS informational returns or notices.

Section 9.8 — Information for the Board

Each Director should receive or have access to the Organization's current Articles of Incorporation, Bylaws, key Board policies, recent Board minutes, current financial information, and most recent required tax or charitable filings.

Section 9.9 — Digital Records and Passwords

Protecting Our Organization in a Digital World

Important electronic accounts used for Silly Billies Cares shall be established and maintained in a manner that allows appropriate Organization access and continuity. Whenever reasonably possible, important accounts should use Organization-controlled email addresses, secure passwords, appropriate backup access, and more than one authorized person for critical systems.

No individual should be the only person capable of accessing an essential Organization account, financial platform, website, social-media account, or document-storage system. When a person leaves a role, Organization access, passwords, files, and account ownership shall be transferred promptly and securely.



ARTICLE X — INCLUSION, ACCESS & BELONGING

Every Family Deserves to Feel Seen

Section 10.1 — Everyone Is Treated With Dignity

Silly Billies Cares is committed to creating an environment where children, families, caregivers, staff, volunteers, and community members are treated with dignity, kindness, fairness, and respect. The Organization shall not discriminate in programs, services, employment practices, Board participation, volunteer opportunities, contracting, or other activities on any basis prohibited by applicable law.

Section 10.2 — Belonging Matters

Silly Billies Cares recognizes that every family brings its own experiences, culture, abilities, language, traditions, strengths, challenges, and story. We seek to meet families where they are and create spaces where people feel welcomed rather than judged.

A family should never have to become someone different in order to feel that they belong.

Section 10.3 — Access to Services

Silly Billies Cares shall work to make programs and information reasonably accessible to the children and families it serves. Whenever reasonably possible, the Organization shall consider barriers involving language, disability, transportation, technology, financial hardship, scheduling, family structure, geography, and other circumstances that may make participation difficult.

Program eligibility requirements established by law, licensing rules, grants, funding sources, age groups, capacity, or the nature of a particular service may still apply.

Section 10.4 — Language and Communication

Understanding Should Never Be an Afterthought

When reasonably possible and resources allow, Silly Billies Cares shall seek ways to communicate important information in forms and languages that families can understand. The Organization may use translation, interpretation, visual information, plain-language materials, technology, community partners, or other appropriate supports.

Section 10.5 — Children and Families With Disabilities

Silly Billies Cares shall seek to provide reasonable access and accommodations consistent with applicable law and the needs and resources of its programs. Decisions involving accommodations should be made thoughtfully and, whenever appropriate, in partnership with the family.

Section 10.6 — Family Structure

Silly Billies Cares recognizes that families come in many forms. Children may be raised and supported by parents, grandparents, relatives, foster families, guardians, blended families, adoptive families,



kinship caregivers, and other important adults. Our focus shall remain on the safety, well-being, dignity, and healthy relationships of the child and family.

Section 10.7 — Listening When We Get It Wrong

Growing Is Part of Caring

Silly Billies Cares recognizes that even an organization built around caring can make mistakes. Families, staff, volunteers, Directors, and community members should have reasonable opportunities to identify barriers, raise concerns, and suggest ways the Organization can become more welcoming and accessible. Feedback shall be considered with respect rather than defensiveness.

We do not have to be perfect to care deeply. We do have to be willing to listen, learn, and grow.

Section 10.8 — Walking Beside Every Family

We do not walk in front of families. We do not walk behind families. We walk beside them.



ARTICLE XI — CHILD, FAMILY & PROGRAM SAFETY

Care Means Protecting People

Section 11.1 — Safety Comes First

The safety, dignity, and well-being of children and families shall be at the heart of every Silly Billies Cares program. All programs, services, home visits, activities, and partnerships shall be carried out with reasonable care and in accordance with applicable laws, licensing requirements, grant requirements, and Organization policies.

Children deserve to be safe, families deserve to be respected, and concerns deserve to be taken seriously.

Section 11.2 — Child Abuse and Neglect

We Never Look the Other Way

Silly Billies Cares shall maintain clear procedures for recognizing and responding to suspected child abuse or neglect. Any person who is a mandatory reporter under Oregon law shall fulfill their individual legal reporting responsibilities. An internal report to a supervisor, Executive Director, Director, or other person does not replace a legally required report to the appropriate authorities and shall not be used to delay one.

Protecting a child is more important than protecting a reputation.

Section 11.3 — Safe Adults and Background Requirements

Individuals working, volunteering, residing, or otherwise participating in programs in a manner that requires a background check shall complete and maintain all legally required clearances before having access to children. The Organization may establish additional screening, reference, orientation, or supervision requirements when appropriate for a position.

Section 11.4 — Appropriate Relationships and Boundaries

Caring Relationships Need Healthy Boundaries

Children and families should experience Silly Billies Cares as a place of safety and trust. Staff, volunteers, Directors, contractors, and others representing the Organization shall maintain appropriate professional and personal boundaries. Conduct that is abusive, exploitative, threatening, sexualized, degrading, intimidating, discriminatory, or otherwise harmful toward a child or family shall not be tolerated.

Affection, comfort, guidance, and relationship-building shall always be developmentally appropriate, respectful, and centered on the child's safety and well-being.



Section 11.5 — Supervision

Programs serving children shall maintain supervision practices appropriate to children's ages, abilities, program setting, and applicable licensing requirements. Children shall not knowingly be placed in the unsupervised care of a person who is not authorized or qualified to provide that care. Program-specific ratios and supervision procedures shall be maintained in program policies so they can be updated as requirements change.

Section 11.6 — Emergencies

We Prepare Because We Care

Programs shall maintain appropriate emergency and safety plans for their setting. Plans may address evacuation, fire, earthquake, severe weather, lockdown or sheltering, medical emergencies, family reunification, communication, and other reasonably foreseeable situations. Children should experience emergency preparation in a calm, developmentally appropriate, and reassuring manner whenever reasonably possible.

Section 11.7 — Transportation and Community Activities

Transportation, field trips, community outings, and off-site activities shall be planned with the safety of children as the first priority. Programs shall follow applicable requirements concerning parent or guardian permission, authorized drivers, vehicle safety, child restraints, attendance and head counts, supervision, emergency information, and safe arrival and departure.

Section 11.8 — Home Visiting

Respecting the Family's Home

Home visiting is built on trust. Staff or volunteers entering a family's home shall respect the family's privacy, culture, property, boundaries, and right to participate voluntarily within the requirements of the applicable program. Home visits shall focus on supporting and strengthening the family rather than judging the family. Whenever a safety concern arises during home visiting, the safety of the child, family, and person providing the visit shall guide the response.

Section 11.9 — Family Privacy

Children and families often trust Silly Billies Cares with deeply personal information. Information about a child's development, behavior, health, family circumstances, mental or emotional well-being, services, or personal story shall be handled respectfully and confidentially as required by law and policy. Information shall be shared only when there is a legitimate reason and appropriate authority or permission, or when disclosure is required or permitted for safety or legal reasons.

Section 11.10 — Photographs, Stories and Social Media

A child's image, story, identifying information, or personal experience shall not be used publicly simply because the Organization has access to it. Silly Billies Cares shall maintain written procedures for obtaining appropriate parent or guardian permission for photographs, videos, testimonials, social media, fundraising materials, and other public communications involving children.

A child's story belongs to the child and family first.



Section 11.11 — Concerns Involving Someone in Leadership

No One Is Above the Safety Rules

A safety concern involving a Founder, Executive Director, Director, Family Legacy Director, officer, employee, volunteer, or other person in leadership shall be taken as seriously as a concern involving anyone else. A person accused of misconduct shall not control the review of the allegation against them. When appropriate, a matter shall be referred to a disinterested Director, outside professional, licensing authority, law enforcement agency, child-protection authority, or other appropriate entity.

Section 11.12 — No Retaliation for Protecting a Child

No person shall be punished, threatened, intimidated, excluded, or retaliated against for making a good-faith child-safety report, fulfilling a mandatory-reporting obligation, participating honestly in an investigation, or raising a reasonable safety concern.

Section 11.13 — Program-Specific Safety Policies

The Board and Executive Director shall maintain appropriate written safety policies for the different programs operated or supported by Silly Billies Cares, including as appropriate Infant & Toddler, Preschool, School-Age, Home Visiting, and Community & Family Support. Those policies may contain more detailed requirements regarding supervision, authorized pick-up, medications, illness, emergency response, transportation, field trips, safe sleep, food safety, incident reporting, behavior support, and other program-specific matters.

Section 11.14 — The Heart of Safety

Silly Billies Cares believes protecting children and supporting families are not competing responsibilities. Families can be treated with compassion while safety concerns are taken seriously. People can be treated fairly while accountability is maintained. Difficult conversations can be handled with both courage and kindness.

Care means noticing. Care means listening. Care means speaking up. Care means protecting one another.



ARTICLE XII — DONATIONS, GRANTS & CHARITABLE RESOURCES

Giving With Purpose

Section 12.1 — Gifts That Support the Mission

Silly Billies Cares may accept donations, grants, gifts, bequests, property, supplies, services, and other resources that support its charitable and educational mission. Every gift accepted by the Organization shall be used in a way consistent with the mission and applicable law.

Every gift is an act of trust. We honor that trust by using it responsibly.

Section 12.2 — Restricted Gifts

A Promise Made Is a Promise Kept

When a donor or grantor gives funds for a specific charitable program or purpose and Silly Billies Cares accepts that restriction, the Organization shall use those resources consistently with the accepted restriction and appropriately identify and track them in financial records. Restricted purposes may include Preschool, Infant & Toddler, School-Age, Home Visiting, Family Support, scholarships, food, educational materials, emergency assistance, or other approved charitable purposes.

Section 12.3 — Gifts for Individual Families or Children

Silly Billies Cares may operate charitable programs that provide assistance to individual children and families when doing so furthers the Organization's charitable mission. Donations shall not be accepted or distributed in a manner that improperly turns Silly Billies Cares into a pass-through for private benefit. The Organization shall maintain appropriate guidelines for eligibility and fair distribution of charitable assistance.

Section 12.4 — Grants

Silly Billies Cares may seek and accept grants from public agencies, foundations, businesses, charitable organizations, and other appropriate funding sources. Before accepting a significant grant, the Executive Director and Board should understand what the funding may be used for, reporting requirements, timelines, required matching funds, staffing obligations, recordkeeping responsibilities, and material conditions attached to the award.

Funding should help the mission grow — not pull the mission away from its purpose.

Section 12.5 — We May Say No to a Gift

Silly Billies Cares is not required to accept every donation or grant offered. The Organization may decline a gift when accepting it would conflict with the mission or values of Silly Billies Cares; require unlawful or discriminatory action; create an unreasonable financial or administrative burden; expose



children, families, or the Organization to significant risk; create inappropriate donor control over Organization decisions; or otherwise be inconsistent with charitable purposes.

Section 12.6 — Donors Do Not Purchase Control

A donation, sponsorship, grant, or other financial contribution does not give a donor authority over the Board of Directors or ownership of Silly Billies Cares. Donors may place lawful restrictions on gifts when accepted by the Organization, but governance decisions remain with those legally responsible for Silly Billies Cares.

Generosity is deeply valued. Governance cannot be purchased.

Section 12.7 — Fundraising

Tell the Truth About Why We Are Asking

Fundraising conducted in the name of Silly Billies Cares shall be honest and consistent with the Organization's charitable mission. Fundraising materials should accurately describe the purpose for which money is being requested. Funds raised for a specifically stated purpose shall be managed consistently with that representation.

Section 12.8 — Sponsorships and Community Partners

Silly Billies Cares may work with businesses, nonprofit organizations, community groups, schools, individuals, and other partners that wish to support children and families. A sponsorship or partnership shall not require Silly Billies Cares to endorse conduct, products, messaging, or practices that conflict with its charitable mission or responsibilities. The Board may adopt a separate Gift Acceptance & Sponsorship Policy.

Section 12.9 — Gifts of Property

Silly Billies Cares may accept donated equipment, supplies, vehicles, real property, technology, food, educational materials, and other non-cash gifts when useful and appropriate. Before accepting a significant gift of property, the Organization may consider storage, insurance, maintenance, repair, licensing, fees, environmental concerns, restrictions, and eventual disposal costs.

Section 12.10 — Donor Privacy

Donor information shall be treated respectfully. Silly Billies Cares shall not unnecessarily disclose private donor information and shall honor reasonable requests for anonymity when legally permissible. Nothing in this section prevents disclosure required by law, tax filings, grant requirements, or legitimate financial oversight.

Section 12.11 — Recognition and Gratitude

Every Gift Matters

Silly Billies Cares values generosity in many forms. Support may come through money, supplies, professional skills, volunteer time, community partnerships, donated space, encouragement, or countless other acts of service. The size of a contribution shall not determine the dignity or respect shown to the person who gives it. Giving is not measured only in dollars.



ARTICLE XIII — 501(C)(3) PROTECTIONS

Protecting Our Charitable Purpose

Section 13.1 — Our Charitable Commitment

Silly Billies Cares shall be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Organization's resources, programs, decisions, and activities shall remain focused primarily on furthering its charitable mission and serving children, families, and communities.

Our mission guides our decisions — not personal gain, politics, or outside pressure.

Section 13.2 — No Private Ownership or Improper Personal Gain

Silly Billies Cares has no private owners. No part of the Organization's net earnings shall inure to the benefit of the Founders, the Founders' family, a Director, officer, Executive Director, employee, donor, or other private individual, except that the Organization may pay reasonable compensation for actual services, reimburse legitimate expenses, provide charitable assistance through properly operated programs, and purchase goods or services at fair and reasonable terms in furtherance of its exempt purposes.

Section 13.3 — Family Legacy Without Family Ownership

Preserving Our Story While Protecting the Mission

The Founders and Family Legacy provisions in these Bylaws preserve history, lived experience, values, and a continuing family voice. They do not create ownership rights in Silly Billies Cares or its money, property, programs, or charitable assets. Every Family Legacy Director owes the same responsibility to the charitable interests of Silly Billies Cares as every other Director.

Section 13.4 — Political Campaigns

Our Mission Is About Families, Not Candidates

Silly Billies Cares shall not directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Organization money, property, mailing lists, social-media accounts, staff time, events, or other charitable resources shall not be used to endorse or oppose political candidates or campaigns.

Section 13.5 — Individual Voices Are Still Individual

Nothing in these Bylaws prevents a Director, employee, volunteer, Founder, or family member from having personal political beliefs or participating personally in civic life. When participating personally, individuals shall not represent a personal political position as an endorsement by Silly Billies Cares.



Section 13.6 — Advocacy and Public Policy

Caring Sometimes Means Speaking About What Families Need

Silly Billies Cares may educate, inform, and speak about issues affecting children and families. The Organization may participate in public-policy education, share information, discuss community needs, provide nonpartisan education, and advocate for children and families in areas such as early childhood education, family support, mental health, home visiting, school-age services, and community resources, in ways permitted for a Section 501(c)(3) organization.

Section 13.7 — Lobbying

Silly Billies Cares may engage in lobbying activities permitted by law, provided lobbying does not become a substantial part of the Organization's activities under the applicable federal standard, unless the Organization makes and follows a lawful election under Section 501(h) or another applicable provision. The Organization shall maintain appropriate records of lobbying activities and expenditures when required.

Section 13.8 — Nonpartisan Civic Participation

Silly Billies Cares may participate in lawful, genuinely nonpartisan voter education, voter-registration, or civic-engagement activities when consistent with its mission. Such activities shall not favor or oppose a candidate or political party.

Section 13.9 — Protecting Our Exempt Status

The Board and Executive Director shall take reasonable steps to ensure that Silly Billies Cares does not engage in activities that would jeopardize federal tax-exempt status. The Organization shall maintain required federal filings and records and seek qualified professional guidance when an activity raises significant tax, legal, lobbying, political, compensation, or private-benefit questions.

Section 13.10 — Private Foundation Rules if Ever Applicable

If Silly Billies Cares is ever classified as a private foundation, the Organization shall comply with all requirements applicable to private foundations, including restrictions involving self-dealing, required distributions, excess business holdings, jeopardizing investments, and taxable expenditures.

Section 13.11 — Mission Before Opportunity

A grant, donation, partnership, political issue, business opportunity, or other outside interest shall not be permitted to pull Silly Billies Cares away from its charitable purpose.

Growth is welcome. Opportunity is welcome. New ideas are welcome. But our mission comes first.



ARTICLE XIV — AMENDING THESE BYLAWS

Growing With Care — While Protecting What Matters

Section 14.1 — Bylaws Are Meant to Guide Us, Not Hold Us Back

Silly Billies Cares recognizes that organizations grow, programs change, laws evolve, and future generations may discover better ways to serve children and families. These Bylaws may therefore be amended when change is genuinely needed. Changes shall be made thoughtfully, transparently, and with enough time for every Director to understand what is being proposed.

We welcome growth without forgetting why we began.

Section 14.2 — Who May Propose a Change

An amendment may be proposed by the Executive Director; the Board Director Representative; any two Directors acting together; a Board committee charged with governance responsibilities; or a Family Legacy Director regarding a matter affecting the Family Legacy provisions. A proposal does not become effective simply because it has been suggested; it must follow the review and voting process in this Article.

Section 14.3 — Written Notice

No Surprise Changes

Directors shall receive written notice of a proposed amendment at least fourteen (14) days before the meeting at which a vote is expected. The notice shall state that a bylaw amendment will be considered and shall include the current language, proposed new language, and a brief explanation of why the change is recommended. When practical, Directors should also be told how the proposed change could affect the mission, Board structure, finances, programs, or families served.

Section 14.4 — Time to Ask Questions

Before voting, Directors shall have a meaningful opportunity to read the proposal, ask questions, request clarification, suggest changes, express concerns, and seek professional guidance when appropriate. A Director shall not be pressured to vote immediately on a substantial amendment that was not reasonably disclosed in advance.

Good governance gives people time to understand before asking them to decide.

Section 14.5 — Approval of Ordinary Amendments

Except for the specially protected provisions described below, an amendment to these Bylaws shall require approval by at least two-thirds (2/3) of the Directors then in office, together with any additional approval required by the Articles of Incorporation or applicable law.



Section 14.6 — Core Protected Provisions

Some Things Deserve Extra Care

The following are Core Protected Provisions: the charitable mission and purpose; the two Family Legacy Director seats; the rule that a vacant Family Legacy seat remains reserved for family; meaningful family and community voice; the prohibition against private ownership or improper personal benefit; conflict-of-interest protections; financial accountability and Director access to records; whistleblower and non-retaliation protections; child and family safety protections; Section 501(c)(3) protections; and the charitable dissolution requirements.

A Core Protected Provision may not be eliminated or materially weakened through an ordinary amendment.

Section 14.7 — Changing a Core Protected Provision

A proposed amendment that would eliminate, substantially reduce, or materially alter a Core Protected Provision shall require at least thirty (30) days' written notice; the exact proposed language; a written explanation of the reason for the change; an opportunity for all Directors to discuss the proposal; and approval by at least three-fourths (3/4) of all Directors then in office, together with any additional approval required by the Articles of Incorporation or applicable law.

Section 14.8 — Protecting the Two Family Legacy Seats

Our Family Will Always Have a Place at the Table

The two Family Legacy Director positions are intended to preserve the continuing voice, history, lived experience, and spirit of service of the family that founded Silly Billies Cares. A vacancy in a Family Legacy position shall not eliminate the position. The Board shall not permanently convert a Family Legacy position into a general Director position merely because the seat is temporarily vacant. No amendment shall be adopted for the principal purpose of removing the founding family's continuing opportunity to participate in the governance and mission of Silly Billies Cares.

The Board and Founders may consider an amendment to the Articles of Incorporation for additional protection of Family Legacy provisions under Oregon law. Unless and until such an Articles amendment is duly adopted and filed, the protections in this Article operate as bylaw requirements and do not create a separate third-person approval right under Oregon law.

Section 14.9 — Changes Required by Law

Nothing in these Bylaws prevents Silly Billies Cares from making amendments necessary to comply with applicable law, preserve nonprofit or tax-exempt status, protect children or families, or correct a provision that has become unlawful or unenforceable. When possible, a required change shall preserve the original purpose and spirit of the affected provision.

Section 14.10 — Recording Every Amendment

Every approved amendment shall be documented in the Board minutes. The official copy of the Bylaws shall show the date of adoption, the date of each amendment or restatement, and the version currently in effect. Older versions shall be retained as part of the permanent corporate history of Silly Billies Cares. Our history should not disappear simply because our documents change.



ARTICLE XV — DISSOLUTION

If Our Work Ever Comes to an End

Section 15.1 — A Decision Made With Great Care

Silly Billies Cares was created with the hope that its mission will continue for generations. If circumstances ever make it necessary to consider closing the Organization, dissolution shall be treated as a serious decision and handled in accordance with these Bylaws, the Articles of Incorporation, Oregon law, and applicable federal requirements.

Ending an organization does not mean ending the good it was created to do.

Section 15.2 — Board Approval

A voluntary dissolution of Silly Billies Cares shall require approval by at least three-fourths (3/4) of all Directors then in office, unless a greater vote or additional approval is required by the Articles of Incorporation or applicable law. Directors shall receive at least thirty (30) days' written notice before a vote on voluntary dissolution whenever reasonably possible. The notice shall state that dissolution is being considered and include a copy or summary of the proposed plan of dissolution.

Section 15.3 — Families and Programs Come First in the Transition

Closing Responsibly

If Silly Billies Cares must discontinue a program or dissolve entirely, reasonable efforts shall be made to minimize disruption to children and families. When appropriate and legally permissible, the Organization should communicate changes clearly and compassionately; help families connect with other resources or programs; complete required grant or program reports; protect confidential child and family records; appropriately transfer or close services; and preserve important organizational history and records.

We should leave families with the same dignity and care with which we welcomed them.

Section 15.4 — Paying Our Obligations

Before charitable assets are distributed, Silly Billies Cares shall make appropriate provision for lawful debts, liabilities, contracts, expenses, and other obligations. Restricted or conditional funds and property shall be handled according to the terms under which they were received and applicable law.

Section 15.5 — Charitable Assets Stay Charitable

After payment or appropriate provision for all lawful debts and liabilities, remaining assets shall not be distributed to the Founders, the Founders' family, Family Legacy Directors, other Directors, officers, employees, donors, or other private individuals. Remaining assets shall be distributed exclusively 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 a state or local government for a public purpose, in a manner consistent with the Articles of Incorporation and applicable law.

Section 15.6 — Choosing Where the Legacy Goes

Let the Mission Continue Somewhere

Whenever reasonably possible, the Board should give preference to a qualified charitable organization whose work reflects the spirit and mission of Silly Billies Cares, particularly an organization serving children and families; early childhood education; home visiting; parent education; peer mental health support; school-age children; family stability; or related community needs. The receiving organization must satisfy applicable legal and tax requirements at the time of distribution.

Section 15.7 — Family Legacy Does Not Mean Family Assets

The Founders and Family Legacy provisions preserve a continuing family voice and history, not a financial ownership interest. No Founder, descendant, Family Legacy Director, or other relative has a right to receive Silly Billies Cares property merely because of a relationship to the Organization.

The family carries the story. The charitable assets carry the mission.

Section 15.8 — Oregon Attorney General Notice

Because Silly Billies Cares is an Oregon public benefit corporation, dissolution and transfer of charitable assets shall comply with applicable Oregon notice requirements, including notice to the Oregon Attorney General before transfer or conveyance of assets as part of dissolution when required by law.

Section 15.9 — Organizational Records

Before final dissolution, appropriate arrangements shall be made for preservation, transfer, or lawful destruction of Silly Billies Cares records. Permanent governance and historical records should be preserved in an appropriate manner whenever reasonably possible. Records involving children, families, personnel, health information, financial information, or other confidential matters shall continue to be protected.

Section 15.10 — Hope Can Continue

If Silly Billies Cares ever reaches the end of its organizational life, the Board should seek to leave behind more than paperwork. We hope the children, families, communities, and future organizations touched by this work will carry forward the values upon which Silly Billies Cares was founded: compassion, dignity, generosity, connection, service, and hope.

The organization may someday close its doors. The good it put into the world does not have to end.



ARTICLE XVI — ADOPTION, CERTIFICATION & HISTORY

Carrying the Mission Forward

Section 16.1 — Adoption of These Bylaws

These Restated Bylaws of Silly Billies Cares, an Oregon Domestic Nonprofit Public Benefit Corporation, were reviewed and adopted by the Board of Directors in accordance with the Articles of Incorporation, these Bylaws, and applicable Oregon law. Upon their effective date, these Restated Bylaws replace and supersede all previous versions of the Bylaws of Silly Billies Cares.

Section 16.2 — Governing Information

Organization	Silly Billies Cares
Entity Type	Oregon Domestic Nonprofit Public Benefit Corporation
Oregon Secretary of State Registry No.	239001993
Established	April 7, 2025
Oregon DOJ Charitable Registration	70474
Federal Tax Status	501(c)(3) public charity
Federal EIN	33-4494730

Section 16.3 — Effective Date

These Restated Bylaws become effective upon approval by the Board of Directors unless the adopting resolution specifies a later effective date.

Date Adopted: _____

Effective Date: _____

Section 16.4 — Certification

The undersigned certify that these Bylaws are a true and correct copy of the Restated Bylaws duly adopted by the Board of Directors of Silly Billies Cares.

Board Director Representative

Printed Name: _____

Signature: _____

Date: _____

Secretary

Printed Name: _____

Signature: _____

Date: _____

**Treasurer**

Printed Name: _____

Signature: _____

Date: _____

Section 16.5 — Board Adoption Record

Directors then in office	_____
Directors present	_____
Votes in favor	_____
Votes opposed	_____
Abstentions	_____
Quorum confirmed	Yes / No

Section 16.6 — Revision History*Our Documents May Change. Our History Should Remain.*

Version	Action	Date
Original Bylaws	Previously adopted	_____
Restated Bylaws	Comprehensive update	_____
Future Amendment	_____	_____

Each future amendment shall identify the date adopted and the portion of the Bylaws affected. Prior versions shall be preserved as part of the permanent corporate history of Silly Billies Cares.



FOUNDERS' LEGACY STATEMENT

Where Our Story Began

Silly Billies Cares began with our family's shared belief that caring for others is something we practice, share, and pass forward.

Mandy Johnson and Patrick Johnson built Silly Billies Cares together, opening their home, sharing their time, and raising their family in a life of service to children, families, and their community.

Our children grew up watching our home, our time, and our lives be shared in service to others. As they grow, and as future generations come after them, our hope is that they will always know they have a place in this story — not as owners of a charity, but as caretakers of a legacy of giving.

May Silly Billies Cares continue to grow while remembering the families who trusted us, the community that walked beside us, and the belief that no family should feel alone.

We do not walk in front of families. We do not walk behind families. We walk beside them.

Hope Grows Here™

Mandy Johnson

Founder, Silly Billies Cares

Signature: _____

Date: _____

Patrick Johnson

Founder, Silly Billies Cares

Signature: _____

Date: _____



Supporting children • Strengthening families • Building community partnerships