

# Minions of Kindness Fund, Inc

## Non-Profit Charter/Bylaws

We serve our co-workers and immediate family by raising and distributing funds to those who experience unique and dire circumstances. We offer the WillScot Mobile Mini family the opportunity to link arms and make a difference to those in need.

### **Board of Directors:**

The board shall consist of 13 (thirteen) members, 12 (twelve) with full voting rights. The board of directors will also have a president, treasurer and a secretary that hold additional responsibilities on the board.

### **I. Qualifications**

Directors shall be employees of WillScot Mobile Mini Inc, except for the role of Founder. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

### **II. Term of Office**

Each group of Directors shall be elected for terms expiring on the date of the annual meeting of the Board three years subsequent to their election and until their successors are elected and qualified.

### **III. Meetings – Annual Meeting**

The annual meeting of the Board shall be held on or after the 1st day of January and in no case later than the last day of February on a date chosen by the Chair or the Board for the purposes of electing Directors and officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

### **IV. Regular Meetings**

By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution.

### **V. Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the Chair or any two Directors, or, in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Arizona as the place for holding any special Board or committee meeting called by them.

### **VI. Meetings by Telephone**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **VII. Place of Meetings**

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Arizona designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

The Board of Directors are current employees in good standing with WillScot Mobile Mini and represent a cross-section of functions. Each has voluntarily donated their time to the launch and each board member helps to ensure that the needs of employees at all levels are appropriately considered.

The organization will serve the needs of all employees of WillScot Mobile Mini, Inc , (full-time, part-time, temporary employees, and those who haven't yet passed probation.)

## **VIII. Robert's Rules of Order**

The meetings shall utilize Robert's Rules of Order to maintain order and precision. The rules will be loosely interpreted and assumed to be suspended unless formally requested for a meeting or a period in a meeting. Open discussion is encouraged and there is no hierarchy beyond maintaining basic order in the meeting.

## **IX. Voting**

All members of the board of directors have equal voting rights. No vote shall count more than another and no officer shall hold the power to veto or further impact a proposal beyond their one vote. A two-thirds majority is required to pass any measure. The president shall only be allowed to vote in order to break a tie, but otherwise has no voting rights.

## **X. Funding**

All monies collected by the group shall be given either charitably or through fundraising efforts. The funds collected by the group shall only be used for the purpose of giving and to cover costs of operation. Members of the board are not considered a cost of operation. Officers are not considered a cost of operation. The balance sheet for the group shall be visible on the website and information must be accurate within 90 days.

## **XI. Giving**

All charitable giving by the group shall be given to those in need. "In need" could mean, but is not limited to, coworkers and their immediate families with medical emergencies, coworkers and their immediate families with unique and dire circumstances, etc. This shall not include discretionary things like funeral expenses. Voting for giving shall be private and secret. Because limited funds will be available, not all requests will be met.

## **XII. Powers of the President**

The president shall have no special powers, only extra responsibilities. The purpose of a “President” of the board of directors is to serve as the speaker during meetings as well as to convey information to the masses. Communication includes all website maintenance (or at least delegating that work) and marketing events and gifts. The president shall be a signer on the bank account(s) as well as have access to funds so long as all transactions remain transparent. The president can be removed as a member of the board, at any time with a two-thirds majority vote of no confidence. The president is not allowed to vote except in the event of breaking a tie.

#### **XII. Powers of the Treasurer**

The treasurer shall have no special powers, only extra responsibilities. The purpose of a “Treasurer” of the board of directors is to serve as the chief financial officer. The treasurer is required to give an updated statement of accounting at every meeting and ensure that all legal requirements are met. The treasurer shall have full access to the bank account(s) as well as access to funds so long as all transactions remain transparent. The treasurer can be removed from office without being removed as a member of the board at any time with a two-thirds majority vote of no confidence. The Treasurer has full voting rights.

#### **XIV. Powers of the Secretary**

The secretary shall have no special powers, only extra responsibilities. The purpose of the secretary is to ensure meeting minutes are taken, all legal documentation and filings are current (or at least delegate that responsibility) and serve as the speaker in the absence of the president at meetings. The secretary has no term limitations and can be removed from office but not as a board member, with a two-thirds majority vote of no confidence.

#### **XV. Dissolution**

Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for one or more exempt purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **XVI. Amendments**

Upon leaving the employment of WillScot Mobile Mini, founder and current President, Betty Duncan, will retain her current seat on the board for a period of 3 months. At the end of the 3-month period, the board will vote in the new President and the acting President will transition to founder.

Founder Status: To be described as having no part in the business or financial decisions, however, staying the face and story behind the fund. To attend events and other gatherings deemed appropriate for the purpose of building up the fund as designated by the board.