

**BY-LAWS
OF
Travel Professionals of Color National Assoc.
MIRACLE GLOBE, INC.**

**ARTICLES I
Name**

The name of the Corporation is “Miracle Globe, Inc.” Hereinafter referred to as “Miracle Globe.”

**ARTICLES II
Members**

Miracle Globe shall have no members.

**ARTICLE III
Organizational and Operational Purposes**

Miracle Globe is organized and operated exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations, within the meaning of §501(c)(3) of the Internal Revenue Code (hereinafter referred to as “IRC”) or any future corresponding federal tax code.

Notwithstanding any other provision of these Articles of Incorporation (hereinafter referred to as “Articles”), Miracle Globe shall not carry on any other activity not permitted to be conducted by: (1) a corporation exempt from federal income tax within the meaning of IRC §501(c)(3), or the corresponding section of any future corresponding federal tax

code, or (2) by a corporation to which contributions are deductible under IRC 170 (c) or the corresponding section of any future federal tax code.

The general purpose of Miracle Globe is to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Georgia, provided that it shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

Miracle Globe shall carry on such other business as may be necessary, convenient, or desirable to accomplish the aforementioned purposes, and to do all other things incidental thereto which are not forbidden by law or by these Articles including, but not limited to, holding all lands and property that may be necessary for the business and objects of this corporation. Miracle Globe shall promote and advance such purposes by any activity which a corporation organized under the Georgia Nonprofit Corporation Act may engage, exclusively, either directly or by contributions to organizations qualifying as exempt organizations under IRC §501(c)(3); and to receive and maintain a fund or funds of real or personal property, or both, and to administer and apply the income and principal thereof, within the United States of America, for such purposes.

More specifically, Miracle Globe will provide scholarships and other educational assistance to students in compliance with Rev. Rul. 76-47, 1976-2 C.B. 670 and Rev. Rul. 80-39, 1980-2 C.B. 772. By conducting such activities, Miracle Globe is fulfilling its sole charitable purpose within the meaning of IRC §501(c) (3). By conducting such activities,

Miracle Globe is fulfilling its sole charitable purpose within the meaning of IRC §501(c)(3).

ARTICLE IV **Board of Directors**

Section 4.1

Since this Corporation has no members of any class, the management of the business and affairs of the Corporation shall be vested in its Board of Directors (Board). The initial Board is listed in Miracle Globe's Articles of Corporation. Otherwise, the members of the Board shall serve as follows:

a) Number

The number of Directors of the Corporation shall be at least three (3) Members and no more than eleven (11).

b) Composition

Miracle Globe shall at all times maintain a diverse Board. Miracle Globe's Board will have community, public, and private sector representatives.

c) Term

The Directors shall be appointed or elected annually for one (1) year term at each annual Board meeting. Officers must be willing to serve a four (4), three (3) or two (2) year terms as follows:

President 4 years

Vice President 4 years

Secretary 3 years

Treasurer 2 years

d) Removal

Any Director may be removed, with or without cause, by the entire Board whenever a majority of such Board shall vote in favor of such removal. After three (3) consecutive unexcused absences, a Director is automatically removed from the Board upon certification/receipt notification.

e) Vacancies

Any vacancy in the members of the Board for any reason shall be filled by a majority vote of the remaining members of the Board. The term of office of a Director chosen to fill a vacancy shall expire at the time when the term of office of the Director who caused the vacancy would have expired.

Section 4.2 Other Meetings

Regular quarterly meetings of the Board shall be held at the Board's convenience. Special meetings of the Board may be held upon the call of the chairperson or of any three (3) Directors and upon twenty-four (24) hours' notice specifying the time, place and general purposes of the meeting, given each Director either personally, by mail, telegram, fax, or e-mail.

Section 4.3 Quorum

A majority of the then elected Board shall constitute a quorum for transacting business. For the purposes of these By-Laws, a majority is defined as one Director more than one half (1/2) of the number of Directors presently elected. The act of the majority of the

Directors present and voting at a meeting is binding unless such act requires a greater number by the law, the Articles, or these By-Laws. If a quorum is present when a meeting is convened, the Directors present may continue to do business, taking action by vote of the quorum, until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum, or the refusal of any Directors present to vote.

Section 4.4 Action by Consent

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if prior to such action, a written consent thereto is signed by all members of the Board, and if such written consent is filed in the minutes.

ARTICLE V **The Advisory Council**

Section 5.1 Purpose

The Advisory Council shall provide information and counsel to the Board. It provides a deliberate, structure vehicle for listening; and a mechanism through which the community can participate in Miracle Globe's mission.

Section 5.2 Relationship to Board of Directors

a) Reporting and Empowerment

The Advisory Council reports to the Board and is empowered exclusively by the Board. While the Advisory Council provides information and advice to the Board on program matters, all decisions rest with the Board. In addition, the Advisory Council's staff reports and responsibilities are defined by the Board.

b) Communication

To facilitate and enhance communication between the Board and the Council, a member of the Board will be appointed as a liaison between the Advisory Council and the Board. The liaison will report to the Board at each regular meeting.

c) Responsibilities

The Board is responsible for maintaining the Advisory Council's vitality and viability to insure Miracle Globe's accountability to and credibility in the community. Board oversight and maintenance for the Advisory Council is a critical strategy component to accomplish Miracle Globe's mission. Simultaneously, the autonomy of the Advisory Council in relation to the Board is safeguarded so that the Advisory Council's voice, in seeking to reflect that of the community is not muted nor its creativity limited.

Section 5.3 Membership

Membership of the Advisory Council is always open to the community. Hence, it can be a changing and expanding entity. This transparency provides for the expansion of various groups (divisions) represented on the Board, e.g., grass roots/neighborhood persons, financial institutions, donors, experts in the field of Miracle Globe's goals, public officials, attorneys, or employees.

ARTICLE VI
Nominating Committee

The nominating Committee shall be appointed by the Board and consist of a minimum of three (3) members. The Committee shall solicit and receive suggestions and make recommendations to the Board regarding nominations to the Board. The Chairperson of the Committee shall be appointed by the Board.

ARTICLE VII **Committees**

The Chairperson of the Board may from time to time create standing and special committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing Miracle Globe's purposes. The Chairperson of each committee must be a Director. Persons from the Advisory Council may serve on such committee.

ARTICLE VIII **Officers**

Section 8.1 Elections

The Board shall elect a President, a Secretary, a Treasurer, one or more Vice-President, and from time to time may appoint such Assistant Secretaries, Assistant Treasurers, and such other officers, agents and employees as it may deem proper. Any two (2) offices may be held by the same person, except the offices of President and Secretary.

Section 8.2 Terms of Office

The term of office of all officers shall be one (1) year and until their respective successors are elected and qualified. Any officer may be removed from office, either with or without cause, at any time by the affirmative vote of a majority of the members of the Board then in office. A vacancy in any office arising from any cause may be filled from the unexpired portion of the term by the Board.

Section 8.3 Powers and Duties

The officers of the Corporation shall have the following powers and duties:

a) **President**

Subject to the general control of the Board, the President shall have the general supervision over Miracle Globe's affairs; shall preside at all meetings of Directors; and shall have such other powers and duties as these By-Laws or the Board may prescribe.

The president may, during the absence of any officer, delegate said officer's duties to any other officer or director.

b) **Vice-President**

The Vice-President, in the absence or disability of the President, shall perform the duties of the President and shall perform such other duties as may be delegated to him or her from time to time by the Board or by the President.

c) **Secretary**

The Secretary shall issues notices of all meetings, shall keep minutes of all meetings, shall have charge of the seal of the Corporation, if any, shall serve as custodian for all corporate records, and shall make such reports and perform such duties as are incident to his or her office which may be delegated to him or her by the President or the Board.

d) **Treasurer**

The Treasurer shall render to the President and Board of Directors at such times as may be requested an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties as are incident to the office or as may be delegated to that office by the President or the Board.

ARTICLE IX **Contracts**

The Board, except as otherwise provided in these By-Laws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent or employee shall have any other power or authority to bind the Corporation to any contract or engagement, or to pledge its credit.

ARTICLE X **Investments**

Miracle Globe shall have all rights to any part of any securities or property acquirement by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investment which a trustee is and may hereafter be permitted by law to make, or any similar restrictions, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under IRC §501(c)(3) and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XI **Amendments**

These By-laws may not be altered, amended or repealed unless by and with the consent and approval of two-thirds (2/3) majority of the Directors.

ARTICLE XII **Exempt Activities**

Notwithstanding any other provision of these By-Laws, no Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under IRC §501(c)(3) and its Regulations as they now exist or may hereafter be amended, or by an organization to which contributions are deductible under IRC §170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII **Private Benefit**

Anything herein contained to the contrary notwithstanding, Miracle Globe shall not operate at any time to inure to the benefit of any member, Director, officer or other private person, except that Miracle Globe shall be authorized and empowered to pay reasonable compensation for services rendered; to reimburse expenditures incurred in the performance of their duties by members, Directors and officers; and to make payments and distributions in furtherance of the objectives and purposes set forth in Article III.

ARTICLE XIV **Private Inurement Prohibition**

Property of Miracle Globe is irrevocably dedicated to charitable purposes. Because Miracle Globe is a charitable organization within the means of IRC §501(c)(3), it is not organized for the private gain of any person. Hence, no part of the net earnings or assets of Miracle Globe shall inure to the benefit of, or be distributable to any Trustee, Director, Officer, or Member or other private persons, except that Miracle Globe shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in these Articles.

ARTICLE XV **Lobbying and/or Political Activities**

No substantial part of Miracle Globe shall consist of lobbying or propaganda, or otherwise attempting to influence legislation. Miracle Globe shall not participate in, or interfere in (including publishing or distributing statements) any political campaign or behalf of any candidate for public office except as provided in IRC §501(h), as amended or the corresponding provision of any subsequent federal tax laws.

ARTICLE XVI **Private Foundation Requirements & Restrictions**

Miracle Globe's private foundation requirements and restrictions shall be as follows: in any taxable year in which Miracle Globe is a private foundation as described in IRC

§509(a), Miracle Globe shall distribute its income for said period at such time and manner as not to subject itself to tax under IRC §4942; shall not engage in any act of self dealing as defined in IRC §4941(d); shall not retain any excess business holdings as defined in IRC §4943(c); and shall not make any taxable expenditures as defined in IRC §4945(d).

ARTICLE XVII **Dissolution Clause**

Upon the winding up and dissolution of Miracle Globe, and after adequately paying its debts and obligations, the remaining assets shall be distributed to a nonprofit fund, trust or corporation that is organized and operated exclusively for charitable purpose, and which has established and maintained its tax-exempt status under IRC §501(c)(3), as amended by any corresponding provision of any future tax code. Any such assets not so distributed shall be disposed of by a Court of Competent Jurisdiction of the County in which the principle office of Miracle Globe is then located, exclusively for such purposes or to such organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XVIII **Compensation**

The Directors of this Corporation shall receive no compensation for their services. Miracle Globe may, however, make payments for such clerical assistance and for such professional services, as they deem necessary for the conduct of Miracle Globe's affairs.

ARTICLE XIX **Agents and Representatives**

The Board may appoint Miracle Globe's agents and representatives with such powers and to perform such acts or duties on behalf of Miracle Globe as the Board may see fit, so far as may be consistent with these By-laws, to the extent authorized or permitted by law.

ARTICLE XX **Employees**

Section 20.1 Executive Director

The Board shall at such time as needed employ an Executive Director. The Executive Director shall be in charge of the office of the Corporation to which he or she is assigned, and shall be responsible for the day to day operations of such office. He or she shall carry out the policies and programs for the Corporation, established by the Board to which he or she is responsible. The Executive Director shall attend all Board meetings. The Executive Director may be terminated by a two-thirds (2/3) vote of the Board.

Section 20.2 Other Employees

The Board shall authorize the Executive Director to employ such full time or part time employees as are needed to carry out the program and business of the Corporation. The compensation and other terms of employment shall be set by the Board who may enter into contracts and employment with any such employees on behalf of the Corporation. The Executive Director shall hire and terminate employees of the Corporation, subject to the approval of the Board.

ARTICLE XXI
Certification

I, Betty Jones, President of Miracle Globe, do hereby certify that the above and foregoing constitutes a true and correct copy of the original By-laws and that provisions are in full force and effect and have not been revoked or rescinded.

This is the 7th day of December 2017



Betty Jones, President