

**BYLAWS
OF
BOOKS MOTIVATE FOUNDATION, INC.**

The name of the organization is Books Motivate Foundation, Inc.. The organization shall have an office located at 122 Glory Ridge Place, Kearneysville, West Virginia, 25430 and at such other places as shall be designated by the board of directors from time to time by resolution. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. The organization is organized exclusively for charitable and educational purposes. This organization shall not carry on any other activities not permitted to be carried on by a organization exempt from federal income tax. The organization shall not participate in any political campaign in any manner. The organization shall not attempt to influence legislation. The organization is organized exclusively for charitable, scientific and educational purposes.

**ARTICLE I
MEETINGS**

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meetings. Special meetings maybe be requested by the President or the Board of Directors.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

Section 4. Place of Meeting. Meetings shall be held at the corporation's principal place of business unless otherwise stated in the notice.

Section 5. Quorum. A majority of the directors shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted

that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

ARTICLE II DIRECTORS

Section 1. Number of Directors. The corporation shall be managed by a Board of Directors consisting of Three director(s).

Section 2. Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of Two Years year(s), or until a successor has been elected and qualified.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Organizational Meeting of Board. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate.

Section 6. Regular Meeting. The Board of Directors shall have regular meetings every quarter, the schedule of which shall be established at the annual meeting, to accomplish the business of the organization. No notice of such meetings shall be required.

Section 7. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 8. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 9. Emergency Action. Should action be required when it is not possible to assemble the

Board of Directors in a properly called meeting or when the Executive committee explicitly cannot assume the powers of the full board, written or oral approval of the proposed action by a board majority may be obtained in a poll of the entire Board of Directors authorized by the President or majority of the Executive committee. Any action so taken shall be recorded in the minutes of the next properly called board meeting.

Section 10. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 11. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 12. Standing Committees. There shall be three (3) standing committees of the organization: executive, nominating and fund-raising/public relations. The President shall appoint the chairpersons of all committees from the membership of the Board of Directors of the organization with the approval of the Board of Directors. All committee appointments shall terminate upon the election of a new President, unless specifically determined otherwise at the Annual meeting. All committees shall function within the guidelines and budgets established by the Board of Directors.

Section 13. Executive Committee. The Executive Committee shall be composed of the officers of the organization, as specified herein, and shall have the full authority to undertake the duties and powers of the board except as these by-laws specifically state otherwise. All actions of the Executive Committee shall be reported to the board at its next meeting.

Section 14. Ad Hoc Committees. The President may establish ad hoc committees at any time. All ad hoc committees are subject to the same rules and operating procedures as standing committees.

Section 15. Budgets. The Board of Directors shall approve the annual budget of the organization during the first quarter of each calendar year upon recommendation of the Executive Committee.

Section 16. Personnel Responsibilities. The Board of Directors may employ and discharge employees of the organization and may prescribe their duties and compensation. The board shall discharge its duties with respect to personnel organizational matters without regard to age, sex, race, color, creed, sexual orientation, or the national origin of any person.

Section 17. Records. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the organization.

Section 18. Compensation. No board member or officer of or any member of a committee shall receive at any time any of the net earnings or profit from the operations of the organization. However, this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the organization. Such compensation shall be fixed by the Board of Directors from time to time.

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of the corporation shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Secretary, and a Treasurer. Two or more offices may be held by one person.

a. President. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee.

b. Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

c. Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

d. Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Section 2. Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Elections. The nominating committee, a standing committee of the organization, shall nominate, at least thirty (30) days prior to the annual meeting, a slate of qualified candidates for the director position whose terms are to expire or are vacant, and its slate of candidates shall be included with the notice of the annual meeting. Following the report of the nominating committee at the meeting, any director of the organization may nominate other candidates for the available director positions, provided that the nominees agree to serve if elected. At the conclusion of nominations, the Board of Directors shall vote for each position by secret written ballot.

Section 4. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV
CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The corporation shall not have a corporate seal. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V
AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VI
DISSOLUTION

In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefor. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certification

I certify that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the initial Board of Directors on September 29, 2011.

Pamela J. Ellis

Pamela J. Sanders Ellis, President

Ebonique Ellis

Ebonique J. Ellis, Secretary