

# **NONPROFIT ORGANIZATION BYLAWS**

## **Article I, Name**

### **1.01 Name**

The name of this corporation shall be "Crafts for Charity Inc". The business of the corporation may be conducted as "Crafts for Charity Inc".

## **Article II, Purposes and Powers**

### **2.01 Purpose**

Crafts for Charity Inc is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. The purpose of our organization is to provide accessible and crafty volunteer opportunities and donate crafted items to those in need by teaching free virtual craft classes.

### **2.02 Powers**

This corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

### **2.03 Nonprofit Status and Exempt Activities Limitation**

- (a) Nonprofit Legal Status. Crafts for Charity Inc is a Maryland non-profit public benefit corporation.
- (b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, 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 Section 501(c)(3) of the Internal Revenue Code as it now

exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

- (c) Distribution Upon Dissolution. Upon termination or dissolution of the Crafts for Charity Inc, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the Crafts for Charity Inc. hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Crafts for Charity Inc., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Maryland. In the event that the court shall find this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to that of Crafts for Charity Inc, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Maryland to be added to the general fund.

## **Article III, Membership**

### **3.01 No Membership Classes**

Crafts for Charity Inc shall have no members who have any right to vote, or title, or interest in or to the corporation, its properties, and franchises.

# **Article IV, Board of Directors**

## **4.01 Number of Directors**

Crafts for Charity Inc shall have a board of directors consisting of at least 4 and no more than 10 members. Within these limits, the number of directors may be increased and decreased, including for the purpose of staggering the terms of directors.

## **4.02 Powers**

All affairs of Crafts for Charity Inc and all corporate powers shall be exercised by, or under the authority of the Board of Directors, except as otherwise specified under the law.

## **4.03 Terms**

- A. All directors other than the President and Vice President will be elected to serve a one-year term, but the term period may be extended until a successor has been chosen.
- B. Directors may serve multiple terms in succession.
- C. The term of office is considered to begin on September 15th and end on September 14th unless the term is extended in order to select a successor.
- D. The board President and Vice President will continue their terms unless they resign, are removed as outlined in section 4.08 of this article, or die.

## **4.04 Qualifications and Election of Directors**

To qualify to serve as a director on the board of directors, the individual must be at least 14 years of age and have served as a member of Crafts for Charity Inc for at least 2 months. In any circumstance in which there are no qualified and interested members with the aforementioned necessary requirements, considerations may be made to qualified individuals that did not meet the requirements. Directors may be elected during any Board meeting as long as the majority of the existing members vote for them. The election of directors to replace directors that have finished serving their term will take place in August of each year. Returning applicants will be prioritized by the board during the selection process unless they have committed any misconduct. No individuals shall need to pay any dues in order to qualify to be a director.

## **4.05 Vacancies**

The board of directors may fill a vacancy if a director has their term end, resigns, dies, or is removed. The board can also appoint new officers to fill vacant positions according to the maximum number of officers set by the bylaws.

- A. Unexpected Vacancies. Vacancies in the board due to a resignation, death, or removal shall be filled by board members for the remainder of the term of said board member.

## **4.06 Removal of Directors**

A director may be removed if 2/3 of the board vote to do so if:

- A. The director has missed 3 or more board meetings without an excuse within a twelve month period. The President has the ability to excuse a director's absence if the reason is deemed adequate. The President is not able to excuse their own absence and the Vice President must excuse them instead.
- B. The director is given a notice before the meeting intended for the removal vote, whether electronic or written, that the board intends to discuss their case. The officer must also be given the opportunity to be heard during a board meeting. No specific reason is needed to hold an officer removal vote.

## **4.07 Board of Directors Meetings**

- A. Regular Meetings. The board must have a minimum of 9 regular meetings during each calendar year at times and places decided upon by the board. A notice including the location, time, and date of the board meeting must be sent out 4 days ahead of the board meeting if the notice is sent out by mail, whether electronic or not. If the notice is delivered personally or by telephone or on an online messaging platform, it must be 4 days in advance. Notice does not need to include the purpose of the board meeting.
- B. Special Meetings. Special Meetings may be called by the president, vice president, secretary, treasurer, or any two other directors on the Board. Notice containing the location, time, and date of the special board meeting must be sent out 4 days in advance of the meeting. Notice does not need to include the purpose of the board meeting.
- C. Waiver of Notice. Any director may waive notice of a meeting in accordance to Maryland law. In the event that there is a majority of directors that expect to make it to an emergency meeting in less than 4 days within notice, then any director may waive notice of a meeting in accordance with Maryland law.

## **4.08 Manner of Acting**

- A. Quorum. A majority of the directors present at the start of a board meeting will constitute a quorum for the transaction of business at that board meeting. No business may be transacted at any meeting in which a quorum is not present.
- B. Majority Vote. Except as otherwise required by law or by the articles of incorporation, the vote of the majority of the directors present at a meeting in which a quorum is present shall constitute as an act of the board.
- C. Hung Board Decisions. In the event of a tied vote for a board decision, the president or Vice President in the order of presence shall have the power to swing the vote based on his/her vote.
- D. Participation. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, directors may participate in board meetings through any method of communication in which all directors may be simultaneously heard including, but not limited to in person, internet video meeting, or telephonic conference call.

## **4.09 Compensation for Board Member Services**

The only compensation directors may receive for carrying out their duties as directors may be service hours when requested. The board may adopt policies for reasonable reimbursement of directors for expenses incurred in relation to carrying out their board duties for example travel expenses to board meetings.

## **4.10 Compensation for Other Services by Directors**

Directors are not restricted from being compensated for work done for Crafts for Charity Inc not relating to their board duties. Compensation should be reasonable and should follow the Conflict of Interest Policy as well as state law.

## **4.11 Voting Online**

In the circumstance in which a vote must be conducted by the board and a special meeting is not able to be held, voting may be conducted online through any platform agreed upon by the full board as long as all board members are able to view all messages pertaining to the vote and are also able to submit a vote. Through the Slack platform, voting may be done through a reaction to a message detailing the matter that is being voted on with the following emojis; a "heavy check mark" will represent a vote of "yes," a "x" will represent a vote of "no," and a "hand" will represent a vote of "abstain." Through any other platform, replies of "yes," "no," or "abstain," shall be sent in reply to a message detailing the matter

that is being voted on. These methods of voting may also be used when an in-person meeting is not possible.

#### **4.11 Order of Business**

Crafts for Charity Inc will adhere to the following outline to plan all meetings of the board.

1. Welcome and Call to Order.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Directors.
4. Old and Unfinished Business.
5. New Business.
6. Adjournment.

If the board president and secretary believe that it would be best to follow a different outline for any meeting agenda, they may choose to do so, so long as they include times to discuss all items necessary to be recorded in the minutes.

#### **4.12 Salaries**

The board of directors shall hire and fix the salaries of any employees they deem necessary for the company to hire and pay.

#### **4.13 Resignation**

A director may resign by notifying the President or Vice President through mail, electronic mail, a phone call, a video conference, or in any other manner that is deemed appropriate by the President and Vice President. The notice must be sent at least a month in advance, and the resignation will take effect on the specified date. If there is no date specified, it will be assumed that the date will be **a month** after the notice was received. The resignation does not need to be accepted in order for it to be effective.

## **Article V, Committees**

### **5.01 Committees**

The board of directors may, by a majority vote of the directors on the board, create committees, each consisting of 2 or more directors, to serve under the direction of the board. Any committee, to the extent provided by the decision of the board,

shall have the authority of the board, except that no committee, regardless of the boards' decision, may:

- A. Take any final action on matters requiring the approval of board members
- B. Amend or repeal Bylaws or adopt new Bylaws
- C. Amend or repeal decisions of the board that are not explicitly amendable or repealable
- D. Appoint any other committees of the Board or members of said committees
- E. Approve any transaction to which the corporation is a party and one or more directors of Crafts for Charity Inc have a material financial interest or expend corporate funds to support the nomination of a director

## **5.02 Meetings and Action of Committees**

Meetings and action of committees of Crafts for Charity Inc shall be governed by and held in accordance with the provisions set in Article IV of these Bylaws in relation to the meetings of committees, with changes as necessary to substitute the committee and its members for the Board and its members except that meeting times may be determined by a Board decision or a committee decision. Special meetings of committees may be called by a Board decision. Minutes shall be kept of each meeting of all committees and shall be filed with the corporate records. The board of directors may adopt rules for the governance of committees so long as they do not conflict with these Bylaws.

## **5.03 Informal Action By the Board of Directors**

Any action that should be taken by the board of directors at a meeting may be taken without a meeting if there is consent to the action in writing that is agreed upon by the consensus of a quorum. An email transmission or a Slack message from an account on record constitutes as a valid writing. The intent of this provision is to allow the board of directors to use emails or Slack messages to approve actions, as long as a quorum of the board of directors gives consent.

# **Article VI, Officers**

## **6.01 Board Officers**

The officers of this corporation shall be the President, Vice President, Secretary, Treasurer, and Director of Communications. An officer may hold more than one position if they wish to, excluding the offices of President and Vice President, however, they may not act as more than one individual where two or more officers are needed. Each officer will have the authority and is obligated to perform the duties as described in these bylaws. The Board may also appoint other officers as deemed appropriate. These officers will have the authority and duties that the Board will determine and all officers must be active members of the Board.

## **6.02 Term of Office**

The terms of office for any officer should align with said officer's terms of office in their position on the board of directors as outlined in these bylaws.

## **6.03 Removal and Resignation**

The terms for removal and resignation of an officer align with their terms and removal as a director as outlined in these bylaws.

## **6.04 President**

The President shall preside at all meetings of the members of the board of directors. The President shall have the following duties:

- A. He/She provides leadership to the Board of Directors and chairs board meetings.
- B. He/She shall encourage strategic planning, guiding board actions in regards to organizational priorities and governance concerns, with a focus on Crafts for Charity Inc's mission statement.
- C. He/She shall inform all board members of the condition and operations of Crafts for Charity Inc.
- D. He/She shall elect, monitor, support, and if necessary, change top management (Board of Directors and Executive Staff).



- E. He/She shall appoint chairpersons of committees after consultation with other board members and serve ex officio on all committees.
- F. He/She shall monitor, review, and approve financial planning and reports.

## **6.05 Vice President**

The Vice-President shall perform the duties of the President in the President's absence. While taking on the duties of the President, the Vice president will also assume the full powers and restrictions of the President. The Vice-President's duties are:

- A. He/She shall assist the President and the board of directors to design the company's overall mission, values, and strategic goals.
- B. He/She shall attend meetings of the board and share company information.
- C. He/She shall lead, guide, direct, and evaluate the work of other staff and ensure a healthy working environment
- D. He/She shall contribute to strategic business development and the profitability of the company as determined by the company's strategic goals.
- E. He/She shall evaluate the success of the company in achieving its goals and create plans to correct any issues if the company is not achieving its goals.
- F. He/She shall assist in managing the company's finances, identifying ways to increase revenue and decrease costs, analyzing financial reports, and preparing operating budgets.
- G. He/She shall perform other duties as assigned to him/her by the President.

## **6.06 Secretary**

The Secretary shall attend all meetings of the Board unless excused by the President. The Secretary's duties shall consist of:

- A. He/She shall write and distribute to all board members a board calendar with a basic overview of what will be discussed at board meetings throughout the year.
- B. He/She shall schedule and provide adequate notice of board meetings, ensuring that enough meetings are scheduled each year, in compliance with bylaws.

- C. He/She shall work with the President to ensure agendas are written for all meetings and that agendas are distributed to all board members.
- D. He/She shall manage all minutes of board meetings and maintain records of the board, ensuring that minutes are distributed to all board members shortly after meetings of the board.
- E. He/She shall have a thorough understanding of all legal documents to ensure documents and policies are followed and update legal documents as necessary.
- F. He/She shall perform other duties as assigned to him/her by the President.

## **6.07 Treasurer**

The Treasurer's duties shall be:

- A. He/She shall communicate about all financial matters with designated staff.
- B. He/She shall ensure appropriate financial systems/controls are in place and in compliance with legislation.
- C. He/She shall prepare and present regular reports to the board on the organization's financial position including financial statements, key financial events, trends, concerns, and assessments of fiscal help.
- D. He/She shall advise on financial implications of strategic and operational plans.
- E. He/She shall manage the bank account and set up and manage appropriate systems for book-keeping, payments, deposits & petty cash.
- F. He/She shall perform other duties as assigned to him/her by the President.

## **6.08 Director of Communications**

The Director of Communications' duties shall be:

- A. He/She shall identify media and public issues that can be used to support CFC's work and he/she shall create and implement plans to use them
- B. He/She shall collaborate with the President and Vice President to develop communication strategies that will broaden CFC's reach and deepen CFC's impact

- C. He/She shall lead, manage, and support the outreach teams of Crafts for Charity Inc.
- D. He/She shall perform other duties as assigned to him/her by the President.

## **Article VII, Contracts, Checks, Loans, Indemnification, and Related Matters**

### **7.01 Contracts and Other Writings**

Unless decided otherwise by the, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other people that the corporation has delegated authority to execute such documents in accordance with the policy approved by the board.

### **7.02 Checks, Drafts**

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation in the manner that is determined by the board.

### **7.03 Deposits**

All unused funds should be deposited from time to time in the bank account of Crafts for Charity Inc unless decided otherwise by the board.

### **7.04 Loans**

No loans will be contracted and no evidence of indebtedness will be issued unless authorized by the board.

### **7.05 Indemnification**

- A. Mandatory Indemnification. Crafts for Charity Inc shall indemnify a director or a former director who was wholly successful in the defense of any proceeding in which he/she was a party because he/she was a director for Crafts for Charity Inc against reasonable expenses incurred by him or her in relation to the proceeding.
- B. Permissible Indemnification. Crafts for Charity Inc shall indemnify a director or a former director who was in the defense of any proceeding in which

he/she was a party because he/she was a director for Crafts for Charity Inc against liability incurred by him or her in relation to the proceeding if the determination to indemnify him/her was made following the law and payment made also follows the law.

- C. Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by Crafts for Charity Inc as authorized by the board as long as there is a written confirmation from the director, officer, employee, or agent that they are entitled to indemnification as authorized by this article, and an undertaking by or on behalf of the director, officer, employee, or agent, to repay the amount, unless it is determined in the bylaws that they are entitled to indemnification by Crafts for Charity Inc.
- D. Indemnification of Agents and Employees. Crafts for Charity Inc can also indemnify and advance expenses to an employee or agent of the corporation who is not a director as long as it follows the Maryland Law and public policy, provided that such indemnification is set forth by the general or specific action of the board or by contract.

## **Article VIII, Miscellaneous**

### **8.01 Books and Records**

Crafts for Charity Inc shall keep correct and complete books and records of account which shall include accurate minutes of the proceedings of all meetings of the board of directors and committees, as well as actions taken by the board or committees without a meeting. The books and records shall also include the Articles of Incorporation and Bylaws as amended by date.

### **8.02 Fiscal Year**

The fiscal year of this corporation shall be from July 1st to June 30th of each year.

### **8.03 Conflict of Interest**

The Board shall adopt and periodically review and if necessary, revise a conflict of interest policy to protect the corporation's interest when it is contemplating a transaction that may hold personal benefit to a director, officer, employee, affiliate, or committee member of Crafts for Charity Inc.

## **8.04 Nondiscrimination Policy**

The directors, officers, employees, committee members, and other persons served by Crafts for Charity Inc shall be selected entirely on a nondiscriminatory policy in regards to age, sex, creed, race, religion, national origin, and sexual orientation. It is the policy of Crafts for Charity Inc to not discriminate based on race, ancestry, creed, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

## **8.05 Bylaw Amendment**

These bylaws may be amended, altered, repealed, or restated by a majority vote of the board of directors present at a meeting in which there is a quorum. However,

- A. No amendment may be made to these Bylaws that would cause Crafts for Charity Inc to cease to qualify as a tax-exempt nonprofit corporation under the standards of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of and future Federal tax code.
- B. Amendments affecting the voting rights of directors must be approved by 2/3 of a quorum of directors as a Board meeting.
- C. All amendments must be consistent with the Articles of Incorporation.

## **Article IX, Counterterrorism and Due Diligence Policy**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Crafts for Charity Inc shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Crafts for Charity Inc willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Crafts for Charity Inc shall also comply and put into practice the federal guidelines, suggestion, laws, and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control in regard to its foreign activities.

## **Article X, Document Retention Policy**

### **10.01 Purpose**

The purpose of this document retention policy is to set standards for the integrity, retention, and destruction of Crafts for Charity Inc's documents as well as to promote the proper treatment of Crafts for Charity Inc records.

### **10.02 Policy**

**Section 1.** General Guidelines. Records should not be kept if they are no longer needed or required by the law, unnecessary ones should be discarded from the files.

From time to time, Crafts for Charity Inc may establish policies for retention, destruction, or schedules for specific categories of records in order to accomplish objectives such as ensuring legal compliance, cost management, and preserving intellectual property. Certain categories of documents that should be specially considered are listed below. While minimum retention periods are established, the retention of all documents should be determined by the general guidelines pertaining to document retention, as well as the exception for litigation relevant documents and any other related factors.

**Section 2.** Exception for Litigation Relevant Documents. Crafts for Charity Inc expects all officers, directors, and employees to fully comply with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or Crafts for Charity Inc informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

**Section 3.** Minimum Retention Periods for Specific Categories

- A. Corporate Documents. Corporate records include the corporation's Articles of Incorporation and By-Laws. Corporate records should be retained permanently.
- B. Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least 7 years from the date of filing the applicable return.
- C. Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for 3 years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for 7 years.
- D. Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than 3 years by the corporation.
- E. Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.
- F. Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of 10 years.
- G. Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally 3 years. An exception to the 3-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least 3 years beyond the life of the agreement.
- H. Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final

form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation derives independent economic value from the secrecy of the information and has taken affirmative steps to keep the information confidential. The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

- I. Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least 3 years beyond the life of the agreement, and longer in the case of publicly filed contracts.
- J. Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for 2 years.
- K. Banking and Accounting. Accounts payable ledgers and schedules should be kept for 7 years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for 3 years. Any inventories of products, materials, and supplies and any invoices should be kept for 7 years.
- L. Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- M. Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for 3 years.

**Section 4.** Electronic Mail. E-mail that needs to be saved should be either:

- A. Printed in hard copy and kept in the appropriate file; or
- B. Downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

## **Article XI, Transparency and Accountability**

### **11.01 Purpose**

Crafts for Charity Inc practices and encourages transparency to the general public by making its full and accurate information about its mission, activities, finances, and governance available to the public. This policy will:



- A. Indicate which of Crafts for Charity Inc's documents or materials are available to the staff and/or public
- B. Indicate which of Crafts for Charity Inc's documents or materials are not available to the staff and/or public
- C. Specify how documents or materials produced by Crafts for Charity Inc can become available or unavailable to the public

The details of this policy are as follows:

- A. Means and Conditions of Disclosure
  - a. Crafts for Charity shall make "Widely Available" the aforementioned documents on its internet website [craftsforcharity.com](http://craftsforcharity.com) to be viewed and inspected by the general public.
  - b. The documents shall be posted in the exact format of the original documents, allowing the public to view, download, and print the documents in a manner reproducing the original copy, except for information that is exempt from public disclosure requirements.
  - c. The website shall clearly inform readers that the documents are available to be viewed, downloaded and printed and Crafts for Charity Inc shall post instructions for how to download said documents.
  - d. Crafts for Charity Inc shall not charge any fees for the general public to download the documents nor shall it require individuals to download software that costs money in order to download the files.
  - e. Crafts for Charity Inc shall provide information with a web link directing them to the documents to anyone requesting documents immediately if the request was in person, or within 7 days if the request was mailed.

## **11.02 Board**

- A. All board deliberations must be available to the public, unless the board passes a motion to make a specific portion confidential.
- B. All board minutes must be available to the public after they are accepted by the Board, unless the board passes a motion to make a specific portion confidential.

- C. All documents and materials used during a board meeting must be available to the public after the board meeting in which they were used, unless the board passes a motion to make a specific paper or material confidential.

### **11.03 Staff Records**

- A. Staff and their legal representatives shall have access to their personal staff records upon request.
- B. No staff records shall be made available to anyone outside of Crafts for Charity Inc except for authorized governmental agencies.
- C. Within Crafts for Charity Inc, staff records shall only be made available to individuals managing over the designated staff and individuals with personnel responsibilities for the staff member as well as the board upon request.

### **11.04 Donor Records**

- A. Donors and their legal representatives shall have access to their personal donor records upon request.
- B. No donor records shall be made available to anyone outside of Crafts for Charity Inc except for authorized governmental agencies.
- C. Within Crafts for Charity Inc, donor records shall only be made available to individuals managing over the designated donor and individuals with personnel responsibilities for the donor as well as the board upon request.

## **Article XII, Codes of Ethics and Whistleblower Policy**

### **12.01 Purpose**

Crafts for Charity Inc requires their directors and employees to observe and practice high standards of business and ethics while fulfilling their duties. The employees and representatives must be honest when fulfilling their responsibilities and comply with all laws and regulations. Crafts for Charity Inc intends to follow all applicable laws and regulations, and the purpose of this policy is to ensure Crafts for Charity Inc's legal compliance.

## **12.02 Reporting Violations**

If any director, staff, or employee believes that some policy, practice, or activity of Craft for Charity Inc is in violation of the law, a written complaint must be filed by that person with the president or vice president.

## **12.03 Acting in Good Faith**

All individuals filing complaints of a possible violation of the law must be acting in good faith and have reason to suspect a violation. Any allegations that are maliciously or knowingly falsified with no substantive claims shall be subject to civil and criminal review.

## **12.04 Retaliation**

The aforementioned person is only protected from retaliation if they bring the allegedly unlawful practice, policy, or activity to Crafts for Charity Inc and gives them a reasonable opportunity to look into and correct it. The protection described below only applies to those who comply with this agreement.

Crafts for Charity Inc will not retaliate against any officer, director, staff, or employee who has reasonably protested against or made a complaint about a practice of Crafts for Charity Inc or a business partner of Crafts for Charity Inc in good faith.

Crafts for Charity Inc will not retaliate against any officer, employee, staff, or director who discloses or threatens to disclose any activity, policy, or practice of Crafts for Charity Inc that they reasonably think violates a law, regulation, or public policy to the public or supervisors.

## **12.05 Confidentiality**

Violations or suspected violations may be submitted anonymously or on a confidential basis. Reports of violations will be kept confidential to the furthest extent possible, consistent with the need to conduct an adequate investigation.

## **12.06 Handling of Reported Violations**

The board president or vice president will notify the sender and acknowledge the receipt of the reported violation within 4 business days. All reports should immediately be investigated by the board and appropriate corrective action will be taken if necessary.

This policy shall be made available to all directors, officers, staff or employees and they shall have the opportunity to ask questions about the policy.

## **Article XIII, Corporate Staff**

### **13.01 Staff Member Positions**

There shall be two members of the corporate staff for Crafts for Charity: Chief Executive Officer and Chief Operating Officer. Corporate staff may also be directors on the board with the full powers and responsibilities of other board members, but they must be excluded from all votes regarding their compensation.

### **13.02 Chief Executive Officer**

The Chief Executive Officer will report to the board of directors, completing duties the board assigns to him/her. He/She will have overall strategic and operational responsibility for Crafts for Charity's staff, programs, expansion, and execution of its mission.

### **13.03 Chief Operating Officer**

The Chief Operating Officer will report to the board of directors, completing duties the board assigns to him/her. He/She will have overall strategic and operational responsibility for Crafts for Charity's operations and will assist the Chief Executive Officer in his/her duties.

### **13.04 Compensation**

Corporate staff shall not be compensated for their duties as corporate staff.

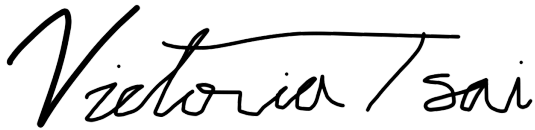
## **Article XIV, Amendments of Articles of Incorporation**

### **14.01 Amendment**

Any amendment to the Articles of Incorporation may be adopted by the approval of 2/3 of the board of directors.

## **Certificate of Adoption of Bylaws**

I do hereby certify that the above stated Bylaws of Crafts for Charity Inc were adopted and approved by Crafts for Charity Inc's board of directors on 09/30/2020 and constitute a complete copy of the Bylaws of this corporation.

A handwritten signature in black ink that reads "Victoria Tsai". The script is fluid and cursive, with the first name and last name clearly distinguishable.

Victoria Tsai, President

A handwritten signature in black ink that reads "Annie Soon". The signature is stylized, with a small heart symbol above the letter 'i' in "Annie".

Annie Soon, Vice President

A handwritten signature in black ink that reads "Lucy Wang". The script is elegant and cursive, with the first name and last name clearly distinguishable.

Lucy Wang, Secretary

Date: 10/3/2020