

Amendment V to Crafts for Charity Inc

Bylaws: Board of Directors

AMEND Article IV, Section 4.01

Current:

"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."

New:

"Crafts for Charity Inc shall have a board of directors consisting of at least 3 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."

AMEND Article IV, Section 4.02

Current:

"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."

New:

"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."

AMEND Article IV, Section 4.03

Current:

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- 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.”

New:

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- A. All directors 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 October 15th and end on October 14th unless the term is extended in order to select a successor.”

AMEND Article IV, Section 4.04

Current:

“To qualify to serve as a director on the board of directors, an 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, excluding members with a conflict of interest, votes for them. A conflict of interest occurs when an incumbent member is interested in the position being discussed, or they have personal or financial interest that may affect their vote in the election.

The election to replace directors that have finished serving their term will take place in August of each year. If no individuals are interested in running for a position in the election, then the current board member holding the position will retain their seat. However, if there are multiple individuals, including any incumbent board members, that are interested in a position, then an application process shall be led by the president. If the president's seat is being contested, the vice president shall lead the process for the presidential election. The process should include, at minimum, two 100 word written application questions and an interview for all applicants. Applicants' responses will be judged by all members of the board, excluding any directors that are interested in the position. For returning board members, they will be judged during votes on their past performance in addition to an application. No individuals shall need to pay any dues in order to qualify to be a director."

New:

"To qualify to serve as a director on the board of directors, an 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 requirements, considerations may be made to qualified individuals that did not meet the requirements.

The election to replace directors that have finished serving their term will take place in September of each year. If no individuals are interested in running for a position in the election, then the current board member holding the position will retain their seat. However, if there are multiple individuals, including any incumbent board members, that are interested in a position, then an application process shall be led by the President. If the President's seat is being contested, the Secretary shall lead the process for the presidential election. The process should include, at minimum, two written application questions and an interview for all applicants. Applicant responses will be judged by all members of the board, excluding any directors that are interested in the position. Returning board members will be judged during votes on their past performance in addition to an application. No individual shall need to pay any dues in order to qualify to be a director.

The aforementioned application process requirements do not apply to the position of Robotics for All Representative. Robotics for All's board of directors may select a candidate for this position. In the case that the Robotics for All Board determines that there are no individuals interested in the position, the current Robotics for All President shall be a candidate for the role. Crafts for Charity Inc's board of directors will vote to appoint the candidate Robotics for All selects to the role of Robotics for

All Representative. If the Crafts for Charity Inc Board does not approve the selected candidate, Robotics for All's board of directors must select another candidate to be voted on. This process shall repeat until a candidate has been approved.

Directors may be elected during any board meeting with the following process. Board members will first vote for their preferred candidate. Then, board members will vote to elect the candidate with the most votes. If this candidate does not receive the majority of board votes, excluding members with a conflict of interest, the board will vote to elect the candidate with the next highest amount of votes. This process shall repeat until a candidate has been elected. If no candidate is elected, the board position will be closed until the next election cycle. A conflict of interest occurs when an incumbent member is interested in the position being discussed, or they have a personal or financial interest that may affect their vote in the election."

AMEND Article IV, Section 4.05

Current:

"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."

New:

"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 may be filled by the board members or a replacement nominee elected by a majority of the board for the remainder of the term of the said board member."

AMEND Article IV, Section 4.06

Current:

"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."

New:

"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 can excuse a director's absence if the reason is deemed adequate. The President is not able to excuse their own absence and the Secretary 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; however, if they do not attend the meeting even though proper notice was given, an officer removal vote may still be held. No specific reason is needed to hold an officer removal vote."

AMEND Article IV, Section 4.07

Current:

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- 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."

New:

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- 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 by telephone, an online messaging system, or mail, whether electronic or not. The notice does not need to include the purpose of the board meeting.
- B. **Special Meetings.** Special meetings may be called by the President, Secretary, Treasurer, or any two other directors on the board. A notice containing the location, time, and date of the special board meeting must be sent out 4 days in advance of the meeting. The 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 with Maryland law. If there is a majority of directors that expect to make it to an emergency meeting in less than 4 days within a notice, then any director may waive notice of a meeting in accordance with Maryland law."

AMEND Article IV, Section 4.08

Current:

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- 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."

New:

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- 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 an act of the board.
- C. **Hung Board Decisions.** In the event of a tie vote for a board decision, the President or Secretary in the order of precedence 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."

AMEND Article IV, Section 4.09

Current:

"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."

New:

"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."

AMEND Article IV, Section 4.11

Current:

"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."

New:

"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 can 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," an "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."

AMEND Article IV, Section 4.12

Current:

"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."

New:

"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."

AMEND Article IV, Section 4.14

Current:

"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."

New:

"A director may resign by notifying the President through the mail, electronic mail, a phone call, a video conference, or in any other manner that is deemed appropriate by the 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 one month after the notice was received. The resignation does not need to be accepted in order for it to be effective."

Approved by the Board of Directors on the 4th of August, 2021

Approve: 3, Reject: 0, Abstain: 0, Absent: 1

A handwritten signature in black ink that reads "Victoria Tsai". The signature is written in a cursive, flowing style with a horizontal line above the name.

Victoria Tsai, President - Crafts for Charity Inc

Lucy Wang

Lucy Wang, Secretary - Crafts for Charity Inc