

Amendment VI to Crafts for Charity Inc

Bylaws: Committees

AMEND Article V, Section 5.01

Current:

"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 or 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"

New:

"The board of directors may, by a majority vote of the directors on the board, create committees, each consisting of 1 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 board 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."

AMEND Article V, Section 5.02

Current:

"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."

New:

"Meetings and actions 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."

AMEND Article V, Section 5.03

Current:

"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.”

New:

“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 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.”

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 script is fluid and cursive, with a horizontal line drawn above the name.

Victoria Tsai, President - Crafts for Charity Inc

A handwritten signature in black ink that reads "Lucy Wang". The script is fluid and cursive, with a horizontal line drawn above the name.

Lucy Wang, Secretary - Crafts for Charity Inc