

WISDOM PROJECTS, INC.
BYLAWS/Articles of Incorporation

Update: Wednesday October 7, 2020

Article I: Name of Corporation and Purpose

Section 1.

The name of the corporation is Wisdom Projects, Inc.

Section 2.

This corporation is established to provide holistic mentoring, instruction, and guidance to youth and adults who are pursuing their creative and professional passions. It works to ensure that these projects enhance both individuals' lives and foster more compassionate, just, and sustainable communities. This corporation is organized exclusively for educational purposes, including for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code. No proceeds of the corporation will enrich any individual except that reasonable compensation may be paid for services to the corporation. If the corporation is dissolved, any assets remaining will be distributed to another corporation serving similar purposes and qualifying as a tax-exempt, charitable organization under the provisions of 501(c)(3) of the Internal Revenue Code.

Article II: Members

Section 1.

The corporation has no members

Article III: Board of Directors

Section 1.

The Board of Directors will provide advice and counsel as requested and needed to the co-directors to support the co-directors' establishment and operationalization of policies and procedures for the organization. The board shall have no fewer than three and no more than twelve members.

Section 2.

Each board member shall collaboratively evaluate their participation after two years. The division heads (of Chicago and Baltimore) shall remain in place but shall rotate their roles (as president and vice-president) after two years.

Section 3.

The board elects new members as nominated by the co-directors in consultation with board members. A consensus of the current directors is required for election.

Section 4.

More than half of the board members must be present for a quorum.

Section 5.

The board will meet quarterly during the organization's fiscal year. Board members will be notified by e-mail or telephone two weeks before the meeting. Meetings of the board can be virtual.

Section 6.

Any director who misses three consecutive meetings, fails to disclose a conflict of interest, intimates that officers or directors should work on behalf of another organization, or breaches confidentiality may be removed from the board. A consensus by the board is required to remove a director.

Section 7.

Decisions shall be made through consensus rather than through voting.

Section 8.

Directors shall not be compensated for their service except for reimbursement of reasonable expenses.

Section 9.

The board shall have representatives from among the directors of each division (Baltimore and Chicago) of the nonprofit. These members shall not participate in approving of their own compensation or in any other matter, which could be a potential conflict of interest.

Article IV: Officers of the Board

Section 1.

The president of the board calls board meetings, contacting each member. The board president presides over board meetings. The president shall serve a two-year term and be rotated between each division (Baltimore and Chicago).

Section 2.

The vice president of the board assumes the duties of the president if the president is absent. The vice-president is the representative of the division that is not currently president.

Section 3.

The treasurer provides advice and counsel concerning the financial matters of the organization.

Section 4.

The secretary takes and maintains written minutes of board meetings and advises and consults with the co-directors as requested or needed to ensure that reports and filings to state and federal authorities are made in a timely manner. The secretary is the keeper of the organization's official records. No other recordings of any kind are to be made of any meetings of the organization or its board without the expressed permission of all parties.

Article V: Committees

There are no committees. This matter will be revisited every two years.

Article VI: Amendments to the Bylaws

Section 1.

These bylaws may be amended subject to consensus of the sitting members.