

**BYLAWS
OF
SOWING SEEDS WITH FAITH, INC.**

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**BYLAWS
Of
SOWING SEEDS OF FAITH, INC.
(A KENTUCKY NONPROFIT CORPORATION)**

REVISED APRIL 5, 2019

These Bylaws shall regulate the affairs of Sowing Seeds with Faith (nonprofit corporation), subject to the provisions of the corporation's Charter and any applicable provisions of the Kentucky Revised Statutes 273.

ARTICLE 1-NAME

The name of the organization shall be Sowing Seeds with Faith, Inc. (Sowing Seeds with Faith "hereinafter")

ARTICLE 2 -OFFICES

The corporation shall designate and continuously maintain a registered office in the State of Kentucky. The principal office of the corporation shall be that which is designed as such in its Charter. The corporation may also have other offices within and without the State of Kentucky at such places as the Board of Directors may from time to time determine. The corporation shall designate and continuously maintain a registered agent in the State of Kentucky at its registered office.

ARTICLE 3 -PURPOSES

The Corporation is organized exclusively for the following charitable purpose within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax codes:

Purpose

A. Sowing Seeds with Faith is a multi-faceted organization with a focus on empowering and developing young people in the areas of academics, life skills, mentoring, chivalry, and etiquette. Sowing Seeds with Faith also focuses on promoting structure and accountability through entertainment in the areas of choral music, dance, drama, creative writing, oratory, and physical fitness.

It is an innovative tutoring program designed to serve as a companion support system for young people...to help prepare and equip them to be successful at home, school, church, work, college, and in their community. The model of Sowing Seeds with Faith combines tutoring and summer academic enrichment, coupled with character and leadership development to give young people a positive and effective platform to prepare them for success in life.

Mission

B. To engage youth academically and socially in the Greater Louisville Area in mastering developmental challenges via educational expectations, structure, faith and accountability.

ARTICLE 4 – MEMBERSHIP CONDITIONS

No individual other than members of the Board of Directors shall have any voting rights as to election of board members, amendments to this charter or the corporate bylaws, or as to any other matters as to which "members" are given voting rights under the Kentucky Revised Statutes 273. Notwithstanding the foregoing, the Board of Directors may elect to solicit support for the corporation's activities by selling or encouraging dues-paying memberships or sponsorships, provided that the only rights conveyed pursuant to such memberships or sponsorships are rights to such things as newsletter subscriptions, discounts on admissions to corporate programs, recognition of support, and other non-voting rights or benefits attendant to such memberships or sponsorships.

ARTICLE 5 - BOARD OF DIRECTORS

5.1 General. The affairs of the corporation shall be managed by a Board of Directors, each of whom shall be of legal age. The Board Chair/Executive Committee is required to evaluate the Executive Director annually including a written evaluation and a face-to-face discussion with the input from the governance committee. The Board Chair will regularly meet with the Executive Director to discuss any order of business. Meetings can occur via phone or face-to-face.

5.2 Number. There shall be no fewer than 5 or more than 15 Board Members. All members shall have equal and full voting responsibilities as members of the Board of Directors.

5.3 Election and Term. Directors shall be appointed for three (3) years.

(a) A Director shall accept his or her election by either indicating his or her acceptance in writing, or by being present and acting as a Director at a regular or duly called special meeting of the Board of Directors.

(b) Each Director shall hold office until the expiration of the term for which he or she is elected, and thereafter until his or her successor has been elected and qualified, or until removed as provided in Paragraph 5.6 below.

(c) Directors may be elected for two (2) successive terms. Following a one-year break in service, a Director may be elected to serve for not more than two more additional terms before another one-year break in service is required. A Director whose term is expiring shall be entitled to vote in the election of his or her successor.

(d) The terms of Directors shall be staggered into three classes, with each class containing one-third, or as near as may be, of the total number Directors. In case the number of Directors in any class becomes unequal to the other classes, the Board of Directors may elect one or more Directors to terms of one to two years, as may be deemed most practical.

(e) The Corporation's Executive Director shall be an *ex officio* director who shall be entitled to attend and participate in board and committee meetings, but whose participation shall not be counted for voting or quorum purposes.

(f) Each Director shall be entitled to one vote, and the result will be determined by the majority of the votes cast.

5.4 Vacancy. Any vacancy occurring in the Board of Directors or to be filled by reason of an increase in the number of Directors, shall be appointed by a majority of the present Board of Directors.

5.5 Resignation. Any Director may resign at any time by giving written notice to the Board Chair, the Secretary or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, resignation shall take effect at the next board meeting.

5.6 Removal. Any officer, whether elected or appointed by the Board of Directors, may be removed by the Board of Directors, whenever, in its judgment, the best interests of the organization would be served, but such removal shall be without prejudice.

5.7 Committees.

Committee Structure: Standing, Advisory and Ad Hoc Committees shall be appointed by the Board Chair.

- 1.) Executive Committee- To work directly with the Executive Director, and conduct board meeting in regards to agenda prepared. Solely responsible for hierarchy of delegating and communication throughout board.
- 2.) Resource Development Committee-To be responsible for marketing and communication, events, and fundraising
- 3.) Governance Committee-To be responsible for human resources, by-laws, legal documentation, structure, and staffing
- 4.) Program Committee-To be responsible for curriculum, materials, and supplies
- 5.) Finance Committee-To be responsible for revenues, expenses, IRS reporting (990 Form), balance sheet (assets and liabilities), income statement (revenue and expenses)
- 6.) Advisory Committee(s)-To be established and appointed to advise and consult with the Board of Directors as to matters set forth by the Board.
- 7.) Ad Hoc Committee(s)-To be established and appointed to be a task force, working group or similar title, with specific responsibilities and flexible time limits provided reasonable progress is being made toward the completion of the committee's designated work.

The Board, by resolution adopted by a majority of the entire Board, may designate an Executive Committee, Resource Development Committee, Governance Committee, Program Committee Finance Committee consisting of one (1) or more Directors, and other committee members, consisting of two (2) or more persons, who may or may not be Directors, and may delegate to such committee or committees all such authority of the Board that the Directors may legally delegate. However, no committee shall: (a) authorize distributions;

(b) approve or recommend the dissolution, merger or sale of the corporation; (c) approve or recommend the sale, pledge or transfer all of or substantially all of the corporation's assets; (d) elect, appoint or remove Directors; (e) adopt, amend or repeal the charter or bylaws; or (f) approve or recommend any action that KRS 273 requires to be approved by the Board. Each committee shall keep minutes and report any action taken to the meeting of the Board following the taking of such action, unless the Board otherwise requires. The Board may designate one or more Directors as alternate

members of any such committee, who may replace any absent member or members at any meeting of the committee. Each such committee, and each member of any committee, shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not relieve any Director of any responsibility imposed by law. So far as applicable, the provisions of law relating to the conduct of meetings of the Board shall govern meetings of the executive and other committees.

ARTICLE 6 - MEETINGS OF THE BOARD

- 6.1 Place and Frequency of Meetings. The meetings of the Board shall be held at the principal office of the corporation or at any place within or without the United States that the Board may from time to time designate. The board shall meet at least quarterly.
- 6.2. Annual Meetings: Regular Meetings. The Board shall have an annual meeting each year. Notice of the annual, regular or any special meeting of the Board of Directors shall be given by written notice to each Director. The attendance of a Director is mandatory, except where a Director attends a meeting for the express purpose of the organization or because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in writing prior to the date of the meeting.
- 6.3 Actions by Unanimous Written Consent without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relate to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of the corporation authorize the directors to so act and such statement shall be prima facie evidence of such authority.
- 6.4 Notice Requirements. Notice of special meetings, setting forth the place and the day and hour of the meeting, shall be given to each Director, by any usual means of communication not less than two (2) weeks before the meeting. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice or any waiver of notice of such meeting. However, written notice describing the purpose of the meeting shall be given to each Director not less than seven (7) days before any special or regular meeting called to amend the charter or the bylaws; remove a Director; adopt a plan of merger or dissolution; or consider the sale, lease, exchange or other disposition of all or substantially all of the corporation's assets. Such notice shall contain or be accompanied by a copy or summary of such amendment, plan or transaction.

6.5 Quorum. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors is present at any meeting a majority of the Directors present may adjourn the meeting from time to time with consent of the Executive Director.

6.6 Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these Bylaws.

6.7 Presumption of Assent. A Director who is present at a meeting of the Board shall be presumed to have concurred in action taken at the meeting unless he/she objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting, and his/her dissent or abstention from the action taken is entered in the minutes, or he/she delivers written notice of his/her dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

6.8 Action by Consent. Action required or permitted to be taken at a Board of Director's meeting may be taken without a meeting. If all Directors consent to taking such action without a meeting, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting is the act of the Board. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director, and included in the minutes foiled with the corporate records reflecting the action taken. Action taken is effective when the last Director signs the consent, unless the consent specifies a different effective date.

6.9 Participation in Meetings Through Differing Means of Communication Allowed. Participation by members of the Board or any committee designed by the Board in any meeting of the Board or committee by means of any communications equipment by which all persons participating in the meeting can hear each other shall be permitted. This includes: face time, Skype, or any other form of telecommunications. The Directors or committee members, as appropriate, shall be promptly furnished upon request a copy of the minutes of any meeting held under this paragraph.

6.10 Parliamentary Authority. Any question that occurs concerning parliamentary procedure at meetings, shall be determined by the presiding officer by reference to Robert's Rules of Order.

6.11 Books and Records. The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE 7-COMPENSATION OF DIRECTORS

Directors shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the corporation. Expenses that are distributed on behalf of the organization must be discussed in the board meetings, or verified by the Board Chair.

ARTICLE 8 - OFFICERS

- 8.1. Officers. The Board will have a chairperson, vice chairperson, secretary, treasurer and such officers as are deemed necessary and elected. Officers shall be appointed by the Executive Director, and thereafter elected by the Directors at the annual meeting.
- 8.2. Removal. Any officer, with the exception of chairperson, elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the organization would be served. Such removal shall be without prejudice.
- 8.3 Vacancies. A vacancy in any office, except that of Chairperson/ Executive Director, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Chairperson for the unexpired portion of the term. In the event the vacant position being filled is that of the Chairperson/ Executive Director, the Board shall fill position with the Vice Chair/ Executive Director until a voting opportunity is available per Board Meeting.
- 8.4 Resignation. Removal.
- (a) Resignation. In the event the Chairperson should voluntarily choose to leave, he/she shall recommend his/her successor. Said designated successor shall be chosen with the advice and consent of the Board of Directors, ~~the Board of Advisors~~ and the Executive Committee.
 - (b) Removal. In the event of the Chairperson/ Executive Director has serious charges preferred against him/her or his/her service has ceased to be effective, the matter shall be brought to the Executive Committee. In the event the matter cannot be resolved at this meeting, power is then vested in the Board of Directors, to come together with the Chairperson/ Executive Director to consider his/her removal. This recommended removal requires two-thirds majority vote by the Board of Directors.
- 8.5 Powers and Duties of Officers. The powers and duties of the officers of the corporation shall be as follows:
- (c) Chairman. The Chairperson shall preside at all meetings of the Board of Directors and shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform such other duties as the Board of Directors may from time to time prescribe.
 - (d) Vice Chairman- the Vice Chairperson shall assume responsibilities of the chairperson in the absence of the chair person.
 - (e) Secretary. The Secretary shall attend all meetings of the Board of Directors of the corporation and shall be responsible for preparing the minutes of such meetings. The Secretary shall be responsible for the care and custody of the minute book of the corporation and for authenticating records of the corporation. It shall be his or her duty to give or cause to be given notice of all meetings of the Board of Directors. The Secretary shall also perform such other duties as may be assigned to him or her by the Board of Directors or by the Chairman. In the event the Secretary is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person, subject to the approval of those present and entitled to vote at such meeting, to take the minutes thereof.

(d) Treasurer. The Treasurer shall have custody of the corporation funds and securities, shall keep full and accurate account of receipts and disbursements in the appropriate corporation books, and shall require the deposit of all monies and other valuable assets in the name of and to the credit of the corporation in such financial institutions as may be designated by the Board of Directors. The Treasurer shall require disbursement of the funds of the corporation as may be ordered by the Board of Directors, and shall render to the Chairman and the Board of Directors, at any time they may require, an account of his or her transactions as Treasurer and of the financial condition of the corporations.

ARTICLE 9-CONTRACTS, CHECKS, DEPOSITS AND FUNDS

9.1 Authorization. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

9.2 Funds. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as respect to the corporation only so far as they are descriptive of existing law and of the charter as amended.

ARTICLE 10 - TRANSPARENCY

The corporation is committed to operating, to the maximum extent feasible, in an open, transparent manner and consistent with procedures designed to ensure fairness. In this vein, the corporation shall maintain a publically-accessible website, which may include, among other things, (a) the organization's mission and bylaws, (b) various means of contacting the corporation, (c) the names of and basic information about the Board of Directors and key staff members, (d) financial information, including the corporation's most recent IRS Form 990 filing, (e) policies regarding a code of conduct, conflicts of interest, and other policies and procedures, (f) announcements about the corporation's activities of interest to significant segments of the civic community, and (g) the annual report.

ARTICLE 11 - LIMITED LIABILITY OF DIRECTORS

The liability of the Directors and officers of this corporation shall be limited to the maximum extent permissible in accordance with the charter of the corporation and the KRS 273, as now or hereafter in effect.

ARTICLE 12-AMENDMENT

These bylaws may be amended or repealed, and new bylaws may be adopted, by the vote of eighty percent of the entire Board. The resulting bylaws may contain any provision for the regulation and management of business of the corporation not inconsistent with law and the charter. Any amendment of the charter inconsistent with these bylaws or parts of bylaws which merely summarize or restate the provisions of the charter or the provisions of the KRS

273 or other law applicable to the corporations shall be operative with respect to the corporation only so far as they are descriptive of existing law and of the charter as amended.

ARTICLE 13-EXEMPT ACTIVITIES

Notwithstanding any other provision of these bylaws, no Director, officer, employee 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 and its regulations as they now exist or as they may hereafter be amended or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended

ARTICLE 14-MISCELLANEOUS

14.1.Fiscal Year. The fiscal year of the corporation shall be the calendar year ending December

14.2Notices. Whenever notice is required to be given to Directors or officers, unless otherwise provided by law, the Charter or these Bylaws, such notice may be given in person, or by telephone, telegraph, email, fax, other form of wire or wireless communication, or by mail or private carrier. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each such person on the books of the corporation. Written notice shall deem to have been given at the earliest of the following:

- (a) When received;
- (b) Five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or
- (c) On the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid and the receipt is signed by or on behalf of the addressee.

15.3 Waiver of Notice. Whenever any notice is required to be given under the provisions of any statute, or of the Charter or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the date stated thereon, and delivered to the Secretary of the corporation and included in the minutes or corporate records, shall be deemed equivalent thereto.

ARTICLE 15-AMENDMENTS

These Bylaws may be amended when necessary by at least eighty percent of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of the corporation on the _____day of _____, 2019.