

## **ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is Project Sparrow.

## **ARTICLE II. CORPORATE PURPOSE**

### **2.01. Nonprofit Purpose**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **2.02. Specific Purpose**

Project Sparrow is a non-profit organization that strives to advocate and support at-risk children that are currently being raised in the foster care system of Maine, as well as support and assist the families within whose care they have been entrusted and the professionals that work to ensure the safety and well-being of these children.

The specific objectives and purpose of this organization shall be to emphasize each child's inherent value and worth and to empower them to reach their fullest potential as defined in the Holy Bible, as well as to work to end the generational cycle of children being raised in this system. Each program and resource that we provide is developed to meet the child's basic needs:

- need of shelter, food, clothing
- need to feel safe and secure
- need to experience unconditional love and healthy relationships
- need to feel valued, respected, and confident

### **2.03. Statement of Faith**

Preface: Our Statement of Faith concerns the Person and Work of Jesus Christ (the Gospel) revealed in Scripture. It is the faith once delivered to the saints (Jude 2, Eph. 4:5) which distinguishes believers from non-believers. There are many other precious truths taught in the Bible over which godly men have differed in understanding. Therefore, this is not a statement of all that is important to believe but of all that is essential to believe for Christian fellowship and unity (Rom. 15:7).

\* We believe the Bible to be the verbally inspired and only infallible Word of God, inerrant in the autographs (II Tim. 3:16, II Peter 1:20-21).

\* We believe God is one being who eternally exists as three persons, Father, Son, and Holy Spirit. All of the persons are equal in power and glory (Matt. 28:19, II Cor. 13:14).

\* We believe Jesus Christ is fully God and man (John 1:1, 14), born of a virgin (Matt. 1:18), sinless in His life (Heb. 4:15). He died on the cross as a substitution for sinful men (Heb. 9:15). He rose bodily from the grave (John 20:1-9, 24-31, Acts 2:24) and now reigns with the Father (Acts 2:33, Heb. 10:12). He will return visibly and personally to the earth both in salvation and judgment (Acts 1:11, Heb. 9:28, Matt. 24:35).

\* We believe all humans are sinful by nature (Rom. 3:23, 5:12) and can only be forgiven by repentance and statement of trust in Jesus as Savior (John 3:16), brought about by the regenerating work of the Holy Spirit (Titus 3:5-7).

\* We believe in the continuing ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life (Romans 8:1-17).

***\* The Statement of Faith does not exhaust the extent of our beliefs. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, is the sole and final source of all that we believe. For purposes of Project Sparrow's faith, doctrine, practice, policy, and discipline, our Board of Directors is Project Sparrow's final interpretive authority on the Bible's meaning and application.***

## ARTICLE III. MEMBERSHIP

The membership of the corporation shall consist of the current members of the Board of Directors.

## ARTICLE IV. BOARD OF DIRECTORS

### 4.01. Number of Directors

Project Sparrow shall have a Board of Directors consisting of at least three (3) and no more than fifteen (15) directors, including the following officers: the President, Vice-President, the Secretary, and the Treasurer. Within these limits, the Board may increase or decrease the number of directors serving on the Board, including for the purpose of staggering the term of directors. Founders of Project Sparrow shall hold position on Board of Directors until such time as they willingly step down.

### 4.02. General Powers

The management and control of the affairs of Project Sparrow shall be vested in its Board of Directors and Executive Director. Board of Directors shall not be compensated for their duties except for out-of-pocket expenses as determined by the Board.

**4.03. Terms**

- (a)** Directors of the Founding Board shall serve in staggered terms decided upon by the Board.
- (b)** Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms.
- (c)** At the conclusion of the initial one-year term, members of the Board of Directors may be reappointed for an unlimited number of additional three-year terms.
- (d)** Directors' terms shall be staggered so that at the time of each annual meeting, the terms of no less than one-third (1/3) of all members of the Board of Directors shall be open for re-election of current Director or election of new Director, assuring Board continuity.
- (e)** The term of office shall be considered to begin April 1 and end March 31 of the second year in office, unless the term is extended until such a time as a successor has been elected.
- (f)** The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

**4.04. Qualification and Election of Directors**

- (a)** Directors must agree with the Statement of Faith of Project Sparrow (section 2.03) and show evidence of a life style that follows the principles of the Holy Bible.
- (b)** Directors must be at least twenty-one (21) years of age.
- (c)** Directors shall be sought who have experience or working interest in areas such as social work, finance, real estate, human resources, event management, and/or possess a specific skill necessary to chair and oversee the Program Committees of Project Sparrow, and work with Program Committee members to arrive at agreed-upon proposals for presentation to the full Board.
- (d)** Candidates for position of Director shall be nominated by a current or previously serving Director of Project Sparrow and be interviewed by the Founders and Executive Committee of Project Sparrow before being voted on by the Board.
- (e)** No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.
- (f)** Each member of the Board of Directors shall attend at least 2/3 of the regular meetings of the Board per year.

(g) To demonstrate their commitment to the mission of Project Sparrow, and to reach our fund-raising goals, Board members shall make an annual financial contribution that is meaningful to them. Board giving is distinct and in addition to attending special events, buying tickets or otherwise participating in our organization's activities.

#### **4.05. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

#### **4.06. Confidentiality**

Directors shall not discuss or disclose information about Project Sparrow or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

### **ARTICLE V. OFFICERS**

The officers of Project Sparrow shall be a Board President, vice-President, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of directors. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of any officer authorized by the Board to prescribe the duties and authority of the officers. The Board may also appoint additional Vice-Presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of directors may determine. One person may hold two (2) or more offices on an interim basis, but no Board officer may act in more than one capacity where action of two (2) or more officers is required.

#### **5.01. Election and Term of Office**

The Board at the annual meeting shall elect Officers each year. Each Officer shall hold office until he/she resigns or is removed or is otherwise disqualified to serve, or until his/her successor shall be elected and qualified, whichever occurs first. Each Board officer's term of

office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

#### **5.02. Removal and Resignation**

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to Project Sparrow without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

#### **5.03. Board President**

The Board President shall be the chief volunteer officer of the corporation. The Board President shall oversee the Board of directors in performing its duties and responsibilities, including, if present, presiding at all meeting of the Board of directors, and shall perform all other duties incident to the office or properly required by the Board of directors.

#### **5.04. Vice-President**

In the absence or disability of the Board President, the ranking Vice-President or Vice-President designated by the Board of Directors shall perform the duties of the Board President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the Board President. The Vice-President shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board President.

#### **5.05. Secretary**

The Secretary shall keep or cause to be kept a book of minutes at all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of directors to the Board President. The Secretary may appoint, with approval of the Board, an assistant to aid in performance of all or part of the duties of the Secretary.

#### **5.06. Treasurer**

The Treasurer shall be the lead director for oversight of financial condition and affairs of the corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of Project Sparrow and of audit or financial review results. In conjunction with other

directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and financial condition of Project Sparrow, are made available to the Board of directors on a timely basis or as may be required by the Board of directors. The Treasurer shall perform all duties properly required by the Board of directors or the Board President. The Treasurer may appoint, with approval of the Board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of Treasurer.

## **ARTICLE VI. COMMITTEES**

### **6.01. Committee Formation**

The Board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The Board chair appoints all committee chairs.

### **6.02. Executive Committee**

The Executive Committee shall consist of all Officers of Project Sparrow. The Committee shall have the power to act on behalf of Project Sparrow subject to final ratification of its act by the Board. Any Officer may call a meeting of the Executive Committee.

### **6.03. Finance Committee**

The Treasurer is the chair of the Finance Committee, which consists of the Executive Committee, the Executive Director, as well as additional members the Board deems necessary. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to Board members and the public.

### **6.04 Other Committees**

The Board may establish and empower such standing Program Committees and ad hoc committees as it deems necessary, and may solicit and approve participation by members of the general public. A Director shall chair every committee. Committee chairs shall perform all duties incident to their office as determined by the President or Board. Committee decisions must be approved by the Board prior to enactment.

## **ARTICLE VII. CORPORATE STAFF**

### **7.01. Executive Director**

The Board of Directors shall appoint an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President of the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be appointed at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of two-thirds (2/3) of the members present at any meeting of the Board of Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an appointee terminable at will, as provided in this Section.

## **ARTICLE VIII. PROCEDURE**

### **8.01. Meetings**

The annual meeting of the Board shall be held annually for the purpose of electing Directors and transacting such business as may properly come before the meeting. Regular meetings of the Board shall be at least quarterly on a date and time established by the Board. Special meetings of the Board may be called by or at the request of the President and any two Directors. No business shall be transacted at a special meeting except that mentioned in the notice. All meetings shall be held at the principal office of the Corporation or at such other place within the State of Maine designated by the Board or persons entitled to call a meeting.

### **8.02. Notice**

Unless otherwise stated in these By-laws, notice of all meetings shall be given to the appropriate Directors and committee members not less than ten (10) days prior to the date of the meeting, by or at the direction of the President, Secretary, or committee chair calling the meeting. Notice for all meetings concerning the removal of a Director or Officer, amendment to

these By-laws, or dissolution of the Corporation, shall be given to the appropriate Directors or committee members not less than fifteen (15) days prior to the date of the meeting, by or at the direction of the President, Secretary, or committee chair calling the meeting. Any notice required under the provisions of these By-laws or as otherwise required by law shall be given in person or by mail. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed as it appears in the records of the Corporation, with postage thereon prepaid.

### **8.03. Quorum**

A majority of members shall constitute a quorum for the purposes of conducting business at any meeting of the Board or any committee designated and appointed by the Board. A quorum once attained shall continue until adjournment despite the voluntary withdrawal of enough members to leave less than a quorum.

No business shall be considered by the Board at any meeting at which a quorum is not present.

### **8.04. Majority Vote**

Except where otherwise declared by law or by the articles of incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

### **8.05. Hung Board Decisions**

On the occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the Co-Founders, in the order of presence shall have the power to swing the vote based on his/her discretion

### **8.06. Participation**

Except where otherwise declared by law, by the articles of incorporation, or by these by-laws, directors may participate in a regular or special meeting through the use of any means of communications by which all directors participating can simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

### **8.07. Vacancies**

The Board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled Board position, subject to the maximum number of directors under these bylaws.

Whenever any vacancy occurs in the Board of Directors it may be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting.

Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Vacancies in the Board of directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced.

#### **8.08. Removal of Directors**

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of two-thirds (2/3) of the members of the Board of Directors if in their judgment the best interest of Project Sparrow would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

#### **8.09. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 4.04 of this Article by September 1<sup>st</sup> shall automatically forfeit his/her seat on the Board. The Secretary shall notify the Director in writing that his/ her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 4.04 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 8.01 in these by-laws.

#### **8.10. Advisory Council**

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of Project Sparrow by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

### **ARTICLE IX. Administration**

#### **9.01. Fiscal Year**

The fiscal year shall be the calendar year or such other period as determined by the Board.

**9.02. Books and Records**

Project Sparrow shall keep correct and complete books and records of accounts, minutes of the meetings of the Board and committees having any authority of the Board, and, at its registered office, the names and addresses of the Directors and Officers. All books and records shall be open for public inspection for any proper purpose at any reasonable time.

**9.03. Contracts**

The Board may authorize any Officer of Project Sparrow to enter into any contract or to execute and deliver any instruments on behalf of Project Sparrow.

**9.04. Loans**

No loans shall be contracted on behalf of Project Sparrow and no evidences of indebtedness issued in its name unless so determined by the Board. No loans shall be made to any Director.

**9.05. Checks & Drafts**

All checks, drafts, or other orders for the payment of money or other evidences of indebtedness issued on behalf of the Corporation shall be signed by such Officer of the Corporation in such a manner as determined by the Board.

**9.06. Deposits**

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 determined by the Board.

**ARTICLE X. MISCELLANEOUS****10.01. Offices**

The principal office of Project Sparrow shall be located in Kennebec County in the state of Maine. Project Sparrow may also have offices at such other places within the State of Maine as its business and activities may require and as the Board may, from time to time, designate.

**10.02. Indemnification**

Project Sparrow may indemnify to the fullest extent permitted by Maine State law any person who was or is a party to or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation against expenses (including attorneys' fees), judgments, fines, penalties, damages, and any amounts paid in settlement actually or reasonably incurred by him or her in connection with the action, suit, or proceeding. In addition Project Sparrow may pay for or reimburse the reasonable expenses of a Director, Officer, employee, or agent of the

Corporation who is a party to a proceeding to the extent and under the circumstances permitted by Maine State law.

**10.03. Amendment**

These Bylaws may be amended by a two-thirds (2/3) vote of the Directors at any meeting of the Board provided all Directors have been notified of this purpose, and that as amended the Bylaws shall not contain any provision that permits Project Sparrow to carry on activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

**10.04. Dissolution**

Project Sparrow may voluntarily dissolve and cease to operate upon the affirmative vote of not less than two-thirds (2/3) of the Directors at any meeting of the Board, provided all Directors have been notified of this purpose. Upon dissolution, any net assets of the Corporation shall be distributed in accordance with the provisions of the Articles of Incorporation.

## **ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 12 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

---

Amy Moody, President – Project Sparrow

---

Stephanie Story, Executive Director – Project Sparrow

---

Amanda Neagle, Vice-President – Project Sparrow

---

Laura Stevens, Treasurer – Project Sparrow

---

Anna Cousineau, Secretary – Project Sparrow

---

Courtney Cooper – Project Sparrow