

ARTICLE 1. NAME OF ORGANIZATION

Section 1.1 Corporate name

The name of the corporation is Spark Growth!

ARTICLE 2. OFFICES

Section 2.1 Principal Office

The principal office for the transaction of the business of the Corporation may be established at any place or places within or without the State of California by resolution of the Board. The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

2.1.1 President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- (a) He/She shall preside at all meetings of the Executive Committee.
- (b) He/She shall have general and active management of the business of this Board of Directors.
- (c) He/ She shall see that all orders and resolutions of the Board of Directors are brought to the Board.
- (d) He/ She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- (e) He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

2.1.2 Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President's duties are:

- (a) He/She shall have the duty of chairing their respective committee and such other duties as may, from time to time, be determined by the Board.
- b) He/She shall submit a report of the operations of the program for the fiscal year to the Board and members at their last meeting of the fiscal year, and from time to time, shall report to the Board all matters that may affect this program.

2.1.3 Secretary

The Secretary shall attend all Board meetings, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- (a) He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Board, including the annual meeting of the organization.
- (b) Assisted by a staff member, he/she shall send notices of all meetings to the members of the Board.
- (c) He/She shall perform all official correspondence from the Board as may be prescribed by the Board or the Board of Directors.

2.1.4 Treasurer

The Treasures duties shall be:

- (a) He/She shall present a complete and accurate report of the finances to the Board at quarterly Board meetings.
- (b) He/She shall have the right of inspection of the funds resting with the Spark Growth Program including budgets and question mark subsequent audit reports.
- (c) It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.

Section 2.2 Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

Section 2.3 Election of Officers

The Board of Directors shall submit at the last quarterly board meeting, the names of those persons for the respective offices of the Board. The election shall be held at the last quarterly Board meeting of the year. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the last quarterly Board meeting.

Section 2.4 Place of Board Meetings

Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or determined by a resolution of the Board, it shall be held at the principal office of the Corporation.

2.4.1 Meetings by Telephone or Similar Communication Equipment

Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

Section 2.5 Removal of Officer

The Board of Directors, with the concurrence of 2/3 of the members voting at the meeting may remove any officer of the Board of Directors or members of the Board and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 2.6 Vacancies

The Board of Directors shall also be responsible for nominating persons to fill vacancies which occur between quarterly Board meetings, including those of officers. The persons so elected shall hold membership or office for the remaining time of the one-year vacancy in respect of which such vacancy occurred.

ARTICLE 3.CORPORATE PURPOSE

Section 3.1 General Nonprofit Purpose

Spark Growth! Literacy and Art Enrichment Program provides young children and their families with opportunities to participate in a voluntary enrichment program where literacy-related activities are intended to enhance ongoing efforts by area childcare and educational programs in the development of young children's literacy and art skills.

This corporation is organized exclusively for charitable and educational 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.

Section 3.2 Specific Purpose

Spark Growth! is a Literacy and Art Enrichment Program whose mission is to provide young children and their families with opportunities to participate in a voluntary, engaging, hands-on, inclusive, quality, and developmentally appropriate reading and art enrichment program to be offered on a monthly basis free of charge at various sites and schools within the Morongo Basin. This literacy and art program is intended to enhance ongoing efforts by private and public schools, family daycare homes, home schools, parents, caregivers and family members as they instruct, tutor, and assist young children in the development, acquisition, and proficiency of literacy and art skills.

The specific objectives and purpose of this organization shall be:

3.2.1 to provide opportunities for young children and their families to participate in free supplemental literacy enrichment activities designed to support and enhance children's literacy and creative art learning.

3.2.2 to provide opportunities for program participants to engage in a variety of hands-on, developmentally appropriate, engaging, fun, literacy-related activities at their educational or caregiving sites in the Morongo Basin.

3.2.3 to provide a variety of materials, books, and literacy-related items for participants in the program to use during activities/projects. The activities have been designed by Spark Growth program directors to enhance and support literacy /art learning through the use of various modalities such as creative arts, drama, individual bookmaking/journaling, music, mathematics, puppetry, singing, storytelling, science, technology, and electronics.

3.2.4 to sponsor, host and/or participate in events and activities that:

- (a) Promote children’s literacy/ creative art development in a developmentally appropriate, inclusive, and respectful manner
- (b) Provide opportunities for families, community members, educators, and caregivers to engage in ongoing efforts intended to support children’s literacy and creative art learning and development.

ARTICLE 4. LIMITATIONS

Section 4.1 Political Activities

The Corporation has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 4.2 Prohibited Activities

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Corporation may not carry on any activity for the profit of its Officers, Directors or other private persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or by a corporation, contributions to which are deductible under section 170(c)(2) of the Code

ARTICLE 5. DEDICATION OF ASSETS

Section 5.1 Property Dedicated to Nonprofit Purposes

The property of the Corporation is irrevocably dedicated to provide young children and their families with opportunities to participate in a voluntary enrichment program where literacy related activities are intended to enhance ongoing efforts by area childcare and education programs in the development of literature and creative art purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

Section 5.2 Property Dedicated to Nonprofit Purposes

Distribution of Assets Upon Dissolution

Upon the dissolution or winding down of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for provide young children and their families with opportunities to participate in a voluntary enrichment program where literacy related activities are intended to enhance ongoing efforts by area childcare and education programs in the development of literature and creative art purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE 6. MEMBERSHIP

Section 6.1 Membership Policy

The membership of the corporation shall consist of the members of the Board of Directors and Board Members.

ARTICLE 7. BOARD OF DIRECTORS

Section 7.1 Number and Qualifications

7.1.1 The number of Directors

shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, the first Vice-President, second Vice-President, the Secretary, and the Treasurer. The members of the Board of Directors shall, upon their agreement, accept being assigned in agreement with Board members selection and immediately assume their position. In the performance of their duties and shall continue in office until their successors shall be duly elected.

All members of the Board of Directors and Board Members must be approved by a majority vote of the members present and voting.

No vote on new members of the Board of Directors or Board Members shall be held unless a quorum of the Board of Directors is present as provided in Section 7.7 of this Article.

Each member of the Board of Directors shall be a member of the Corporation and shall hold office for up to a three year term. Following a three year term, the Board of Directors shall self-evaluate to determine if they choose to serve another three-year term.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year term. At the conclusion of the initial one-year term, established members of the Board of Directors will vote on the new board member and determine if a one-year or three-year term of service is renewed. Each member of the Board of Directors shall attend at least three (3) quarterly board meetings per year.

To further clarify; the Board of directors is the governing body of this nonprofit, and are given a higher level of responsibility compared to other board members

7.1.2 QUALIFICATIONS OF BOARD MEMBERS

MUSD REQUIREMENTS FULFILLED: all board members will follow the requirements set forth by the Morongo Unified School District volunteers; must have fingerprint/background clearance by Department of Justice (DOJ) AND completed Tuberculosis (TB) testing to be kept on file at 'base' school of operation.

EDUCATION QUALIFICATIONS: all board members are required to have a degree (PHD, MA, BA, AA) or current enrollment in a secondary educational institute or vocational/trade school in pursuit of a degree within 1 calendar year of completion to hold a position on the board **-OR-**ten (10) years of consistent employment which demonstrates abilities and skills to meet qualifications listed below:

MANAGEMENT SKILLS: Ability to recruit, train and motivate staff, student assistants, and volunteers on a project basis. Proven ability to effectively supervise staff to attain organizational objectives.

INTERPERSONAL SKILLS: Effective interpersonal skills. Ability to deal with sensitive and confidential human relations situations.

SUPERVISORY SKILLS: Ability to provide clear direction, set goals and manage workflow. Strong mentoring and coaching skills. Ability to train student staff and help develop their skills. Ability to foster teamwork among volunteers.

COMMUNICATION SKILLS: Ability to communicate clearly, concisely and professionally both orally and in writing. Strong interpersonal skills are required including the ability to effectively manage a variety of relationships with stakeholders at various levels.

PLANNING/ORGANIZING ABILITY: Prioritizes and plans work activities; adapts for changing conditions; communicates changes and progress; completes administrative tasks correctly and on time; completes projects on time; Strong organizational and time management skills; Ability to work independently and without formal instruction; Ability to work under pressure with tight deadlines. Strong organizational skills and problem solving abilities including the ability to develop and monitor procedures.

PROBLEM SOLVING SKILLS: Strong analytic and problem solving skills. Identifies and resolves problems in a timely manner; gathers and analyzes information skillfully; works well in group problem solving situations; meets challenges with resourcefulness; generates suggestions for improving work; develops alternative approaches and ideas.

Section 7.2 General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 7.3 Regular Meetings

Board meetings of the Board of Directors and Board members shall be held at a time and day in each quarter of the year namely the months of January, April, July and October of each calendar year and at a location designated by the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than five (5) days, prior to the meeting date.

Section 7.5 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may authorize or determine location, as the place for holding any special meeting of the Board called by them.

7.5.1 An Emergency Meeting

An Emergency Meeting may be called for the purpose of conflict resolution or to address an issue that needs to be resolved immediately. Any such meeting does not require two (2) days' notice, yet requires immediate notification to the board members via phone as soon as possible.

Section 7.6 Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors needs to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 7.7 Quorum

The presence, in person of a majority of current members of the Board shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these by-laws.

7.7.1 If A Quorum Is Needed

If a quorum is needed for items of interest being addressed at said given meeting, items can be "tabled" or postponed until the next upcoming board meeting

7.7.2 Minimum Vote Requirements for Valid Board Action

Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held, at which a quorum is present, is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

7.7.3 When a Greater Vote Is Required for Valid Board Action

The following actions shall require a vote by a majority of all Directors and Board members then in office in order to be effective: (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in Section 10.1 (provided that the vote of any interested Director(s) is not counted); (b) Creation of, and appointment to, Committees (but not advisory committees) as described in Section 8.1; and (c) Removal of a Director without cause as described in Section 7.10.3

Section 7.8 Forfeiture

Any member of the Board of Directors, who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by January of the current year, shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or 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 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

Section 7.9 Terms Election of Successors

Board of Directors shall be appointed by term by members of the Board of Directors, including a Director elected to fill a vacancy. Each Board of Director member shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. By resolution, the Board may arrange for terms to be staggered.

Section 7.10 Vacancies

7.10.1 Whenever Any Vacancy Occurs in the Board of Directors or Board Members

Whenever any vacancy occurs in the Board of Directors or Board Members it shall be filled without undue delay by a majority vote of the remaining members of the Board at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board.

7.10.2 Events Causing Vacancy

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: the death, resignation, leave of absence (in the event of leave of absence due to illness, FMLA guidelines will be followed. Within a timeframe of 6 months, position will be held and reviewed by the Board of Directors to evaluate if an extension is needed) or removal of any Director; whenever the number of authorized Directors is increased; or the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

7.10.3 Removal

The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law. The Board may by resolution declare vacant the office of a director who fails to attend 9 Board meetings during any calendar year. Directors may be removed without cause by a majority of Directors then in office.

7.10.4 No Removal on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

7.10.5 Resignations

Except as provided in this Section 7.10.5, any Director may resign by giving written notice to the Chairperson, the President, the Secretary, or the Board. Such a written resignation will be effective on the later of the date it is delivered or the time specified in the written notice that the resignation is to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General (the "Attorney General").

7.10.6 Election to Fill Vacancies

If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy by electing an additional director as soon as practical after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by the unanimous written consent of the Directors then in office, the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with section 5211 of the California Nonprofit Corporation Law, or a sole remaining Director.

Section 7.11 Compensation

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

Section 7.12 Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 7.13 Confidentiality

Directors shall not discuss or disclose information about the Corporation 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 Corporations' 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.

7.13.1 Confidentiality agreement:

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors (Listed below):

“Spark Growth Literacy Program considers certain information to be confidential and/or proprietary. This includes, but is not limited to the following: volunteer and employee personal records; public relations and marketing materials; research; social media and marketing strategies and plans; partner agency information.

Confidential information must not be communicated without authorization from your supervisor. “

Failure to abide by the confidentiality policy will result in an infraction. See the volunteer handbook for breach of confidentiality policy and consequences.

7.13.2 Child Abuse Reporting

California's Child Abuse Reporting Law requires everyone to report suspicions of child abuse and neglect to protect children. If you volunteer with children on a regular basis you are considered a 'mandatory reporter' and your Spark Growth Literacy Program coordinator will provide you with a copy of the 'Spark Growth Literacy Program Policy and Procedures on Child Abuse'. SG Literacy Program Directors and SG Program Volunteer Coordinator will provide a copy of the SG Literacy Program policy and procedures on Child Abuse.

Section 7.14 Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 7.15 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 7.16 Conduct of Meetings

Meetings of the Board shall be presided over by the Executive Director, or if there is no Executive Director or the Executive Director is absent, the Vice President shall preside over the meeting. If these persons are absent, the meeting shall be presided over by the Executive Director chosen by a majority of the Directors present at the meeting.

Section 7.17 Action without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this Section 7.14 only, "all members of the Board" shall not include any "interested Director" as defined in section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the Chairperson or the President.

Section 7.18 Emergency Bylaws

7.18.1 When Applicable

Notwithstanding anything to the contrary herein, Section 7.18 applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Sections 7.7:

- (a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion;
- (b) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
- (c) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
- (d) A state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States.

7.18.2 Emergency Actions

In anticipation of or during an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's ordinary business operations and affairs:

- (a) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;
- (b) Relocate the principal office or authorize the officers to do so. During an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's ordinary business operations and affairs:
- (c) Give notice to a Director or Directors in any practicable manner under the circumstances when notice of a meeting of the Board cannot be given to that Director or Directors in the manner prescribed by Section 7.7

- (d) Deem that one or more officers present at a board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum. During an emergency the Board may not take any action that is not in the Corporation's ordinary course of business. Any actions taken in good faith during an emergency under this section bind the Corporation and may not be used to impose liability on a director, officer, employee, or agent

All provisions of the regular bylaws consistent with these emergency bylaws shall remain effective during the emergency.

Section 7.19 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 the Corporation 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.

Section 7.20 Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 7.21 Removal.

Any member of the Board of Directors, Board Member 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 the Corporation 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.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

ARTICLE 8 COMMITTEES

Section 8.1 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.

Section 8.2 Finance Committee

The treasurer is the chair of the Finance Committee, which includes other board members. 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 of Directors. The fiscal year shall be the calendar year. 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 the membership, board members, and the public.

ARTICLE 9 CORPORATE STAFF

Section 9.1 Executive Director

The Board of Directors shall be overseen by an Executive Director who shall serve at the will of the Board. The Executive Director is empowered to work with the Board of Directors to supervise, and oversee decisions pertaining to hiring, supervising and firing staff and management team members. 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 be an ad-hoc (*when necessary or needed*) member of all committees.

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 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 employee terminable at will, as provided in this Section.

Section 9.2 Responsibilities of Officers

9.2.1 Executive director

Executive Director shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board or prescribed by these Bylaws.

9.2.2 Vice President

The vice president of the Corporation (the "Vice President") shall, in the absence or disability of the Executive Director, perform all the duties of the Executive Director and, when so acting, have all the powers of and be subject to all the restrictions upon, the Executive Director. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board.

9.6.4 Secretary

The secretary of the Corporation (the "Secretary") shall attend to the following:

9.6.4.1 Minute Book

The Secretary shall keep or cause to be kept a minute book as described in Section 12.1.1

9.6.4.2 Notices

The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.

9.6.5 Treasurer

The treasurer of the Corporation (the "Treasurer") shall attend to the following:

9.6.5.1 Books of Account

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

9.6.5.2 Financial Reports

The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

9.6.5.3 Deposit and Disbursement of Money and Valuables

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.

9.6.5.4 Corporate Records

Upon request, the Treasurer shall exhibit or cause to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws and the minute book.

9.6.5.4 Bond

If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control upon his/her death, resignation, retirement, or removal from office.

9.6.6 Additional Officers

The Board of Directors may empower the Chairperson, President, or chief executive, to appoint or remove such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

ARTICLE 10 – Conflict of Interest and Compensation

Section 10.1 Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 10.2 Definitions

(a) Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

(c) Affiliations

Affiliations with other organizations or entities, such as but not limited to, school board members, members of School or early care/education centers, and community members, shall uphold the mission and purpose of this Organization as stated in Article 3.CORPORATE PURPOSE; Section 3.2 Specific Purpose such that:

1. Affiliations do not bias what the Organization is doing
2. Affiliations are objective and impartial
3. The Organization is not influenced by other organizations
4. There are 'no strings attached', no obligation imposed upon by others.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article 10 Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists

Section 10.3. Procedures

- (a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest:

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 10.4 Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons, who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 10.5 Compensation

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

Section 10.6 Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 10.7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE 11. INDEMNIFICATION

Section 11.1 General

To the full extent authorized under the laws of California, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 11.2 Definitions

For purpose of this Article 11:

11.2.1 "Agent"

Agent means any person who is or was a Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation;

11.2.2 "Proceeding"

Proceeding means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

11.2.3 "Expenses"

Expenses includes, without limitation, all attorneys' fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his or her position or relationship as Agent and all attorneys' fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article 11.

Section 11.3 Applicability of Indemnification Provisions

11.3.1 Successful Defense by Agent

To the extent that an Agent has been successful on the merits in the defense of any proceeding referred to in this Article 11, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim.

11.3.2 Settlement or Unsuccessful Defense by Agent

If an Agent either settles any proceeding referred to in this Article 11, or any claim, issue, or matter therein, or sustains a judgment rendered against him, then the provisions of Section 11.3 through Section 11.6 shall determine whether the Agent is entitled to indemnification.

Section 11.4 Actions Brought by Persons Other than the Corporation

This Section 11.4 applies to any proceeding other than an action “by or on behalf of the corporation” as defined in Section 11.4. Such proceedings that are not brought by or on behalf of the Corporation are referred to in this Section 11.3 as “Third Party Proceedings”

11.4.1 Scope of Indemnification in Third Party Proceedings

Subject to the required findings to be made pursuant to Section 11.3.2, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any Third Party proceeding, by reason of the fact that such person is or was an Agent, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

11.4.2 Required Standard of Conduct for Indemnification in Third Party Proceedings

Any indemnification granted to an Agent in Section 11.3.1 above is conditioned on the following. The Board must determine, in the manner provided in Section 11.5, that the Agent seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

Section 11.5 Action Brought By or On Behalf Of the Corporation

This Section 11.4 applies to any proceeding brought (i) by or in the right of the Corporation, or by an Officer, Director or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Director was or is engaging in self-dealing within the meaning of section 5233 of the California Nonprofit Corporation Law, or by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding “by or on behalf of the Corporation”).

11.5.1 Scope of Indemnification in Proceeding By or On Behalf Of the Corporation

Subject to the required findings to be made pursuant to Section 11.4.2, and except as provided in Sections 11.4.3 and 11.4.4, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of the Corporation, by reason of the fact that such person is or was an Agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.

11.5.2 Required Standard of Conduct for Indemnification in Proceeding By or On Behalf Of the Corporation

Any indemnification granted to an Agent in Section 11.4.1 is conditioned on the following. The Board must determine, in the manner provided in Section 11.5, that the Agent seeking reimbursement acted in good faith, in a manner he or she believed to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

11.5.3 Claims Settled Out of Court

If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the Agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for expenses reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.

11.5.4 Claims and Suits Awarded Against Agent

If any Agent is adjudged to be liable to the Corporation in the performance of the Agent's duty to the Corporation, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such Agent under Section 11.4.1 for expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:

- (a) The determination of good faith conduct required by Section 11.4.2 must be made in the manner provided for in Section 11.5; and
- (b) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 11.6 Determination of Agent's Good Faith Conduct

The indemnification granted to an Agent in Section 11.3 and Section 11.4 is conditioned on the findings required by those Sections being made by:

- (a) the Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
- (b) the court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by the Corporation.

Section 11.7 Limitations

No indemnification or advance shall be made under this Article 11, except as provided in Section 11.2.1 or Section 11.5(b), in any circumstances when it appears:

- (a) that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 11.8 Advance of Expenses

Expenses (including reasonable attorneys' fees) incurred in defending any a civil or criminal action, suit, or proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article 11.

Section 11.9 Contractual Rights of Non-Directors and Non-Officers

Nothing contained in this Article 11 shall affect any right to indemnification to which persons other than Directors and Officers of the Corporation, or any of its subsidiaries, may be entitled by contract or otherwise.

Section 11.10 Insurance

The Board or Corporation may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent, or any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability, as defined in this Article 11, against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether or not the Corporation would have the power to indemnify the Agent against the liability under the provisions of this Article 11.

ARTICLE 12 BOOKS AND RECORDS

Section 12.1 Record of meetings

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

12.1.1 Minute Book

The Corporation shall keep a minute book in written or printed form which shall contain a record of all actions by the Board or any committee including the time, date and place of each meeting; whether a meeting is regular or special and, if special, how called; the manner of giving notice of each meeting and a copy thereof; the names of those present at each meeting of the Board or any Committee thereof; the minutes of all meetings; any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; all written consents for action without a meeting; all protests concerning lack of notice; and formal dissents from Board actions.

Section 12.2 Books and Records of Account

The Corporation shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 12.3 Articles of Incorporation and Bylaws

The Corporation shall keep at its principal office, in the corporate binder; the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

12.3.1 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 12.4 Annual Report; Statement of Certain Transactions

The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Corporation's fiscal year containing the following information: (a) The assets and liabilities of the Corporation, including the trust funds, as of the end of the fiscal year; (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year; (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for this fiscal year; (d) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year; (e) A statement of any transaction to which the Corporation, its parent, or its subsidiary was a party, which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest): (1) Any Director or Officer of the Corporation, its parent, or its subsidiary; (2) Any holder of more than 10% of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include: a brief description of the transaction; the names of interested persons involved; their relationship to the Corporation; the nature of their interest in the transaction, and; when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

(f) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director under Article 10 or Article 11.

Section 12.5 Directors' Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 12.6 Corporate Seal

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 12.2 Digital document practices

12.2.1 Records of any volunteer incidents and write-ups

Records of volunteer incidents and write-ups will be maintained in the Volunteer filing cabinet for follow-up consequences and tracking for improvement.

12.2.2 Record will be kept in regards to:

All networking, community outreach that affects the program, staff & funding.

ARTICLE 13 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 13.1 Execution of Instrument

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation 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. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 13.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer.

Section 13.3 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 13.4 Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

ARTICLE 14 AMENDMENTS

Section 14.1 Non Discrimination

Our policy is to provide equal opportunity for all. We do not discriminate in any aspect of employment or volunteer service because of race, color, sex, national origin, religion, age, mental or physical disability (including HIV/AIDS), sexual orientation, gender identity or expression, political affiliation, marital or parental status, military service or any other criterion. Each qualified person shall receive the reasonable accommodations needed to ensure equal access to employment, educational opportunities, programs, and activities in the most integrated setting feasible.

Section 14.2 Harassment

Harassment, including but not limited to sexual harassment, is defined as unwelcome or unwanted conduct; requests for sexual favors; and verbal, nonverbal, or physical conduct of a nature that adversely affects the employee's employment terms or conditions or creates an intimidating, hostile, or offensive work environment. Spark Growth Literacy Program is committed to maintaining a work environment that is free of harassment of any kind, including sexual harassment. Spark Growth Literacy Program policy prohibits employees and volunteers from discriminating against or harassing their colleagues based on gender, sexual orientation, religion, mental or physical disability (including HIV/AIDS), age, race, marital or parental status, creed, color, or national origin.

Section 14.3 Grievance Procedure and Appeals Process

Whenever a number of people work/volunteer together, personal problems or differences will occasionally arise. Normally, these concerns can be resolved informally. The first step toward a solution of a problem is a frank and early discussion with your immediate supervisor. You or your supervisor may also call upon the Executive Director for counsel and assistance.

In exceptional cases, a need may arise for a more formal approach to the problem. In such a case, you may file a written grievance with your immediate supervisor and copy the Executive Director. If the grievance involves your immediate supervisor, you may file the grievance directly with the Executive Director. The Executive Director or his/her designee will investigate the grievance. The Executive Director will inform you of the resolution, both verbally and in writing, as promptly as possible, unless exceptional circumstances delay the consideration or investigation of the grievance.

If you disagree with the outcome of the investigation an individual can appeal to the Board of Directors by emailing the President of the Board. The Board of Directors will determine the method it will use to resolve the grievance and will make every effort to do so in a timely manner. No volunteer will suffer recrimination for using, cooperating with or benefitting from these procedures.

Section 14.4 Personal Appearance

14.4.1 Because we are all working in school environments, it is important to maintain a business-like appearance, avoiding extremes in attire in the office and while serving our clients in the community. The key guideline: Dress in a manner that reflects well on our organization. Certain attire is prohibited during work hours. Such items include, but are not limited to, halters, bathing attire, beachwear, short-shorts and exceptionally revealing clothes.

14.4.2 Board Members and Volunteers will wear appropriate uniforms.

Section 14.5 Organizational Resources

Organizational resources must be utilized in an appropriate manner. The misuse of resources, including financial impropriety, may be a cause for separation. If you suspect someone of the misuse of resources or financial impropriety we request that you report the matter to your supervisor or the Director of Operations.

Section 14.6 Phone Use

Excessive cell phone use can be disruptive to your assignment and the work of your colleagues. Ideally cell phones should be set to mute to avoid interruption; however, it may be acceptable for ringtones to be on vibrate. Texting and phone calls of a personal nature should be kept to a minimum and they should be kept short. If you need to take time on a personal matter you should move into a private area or step out of the office-YOU MUST NOTIFY YOUR IMMEDIATE SUPERVISOR OR CO-WORKER IMMEDIATELY. Office phones may not be used for personal matters unless approved by your supervisor. International calls are not permitted.

Section 14.7 Electronic Communications

The following policy has been abbreviated for the purposes of this document's brevity. If you would like to see the policy in its entirety please ask for a full copy of the 'Spark Growth Literacy Program Computer, Email & Internet Usage Policy'. The integrity of Spark Growth Literacy Program's computer systems shall be maintained by protection of accounts through use of passwords. Any violation of the integrity of a Spark Growth Literacy Program computer system shall be deemed to be a prohibited misappropriation of agency property.

Attempts to perform any of the following acts are among such prohibited actions:

1. Make an account available to any person not authorized access by Spark Growth Literacy Program;
2. Defeat the security system of any computer;
3. Circumvent the accounting system;
4. Access and/or use an account without authorization;
5. Use accounts for other than intended purposes;
6. Misappropriate the data or files of another person;
7. Download or upload copyrighted material.
8. Authorization for access to any account by someone other than the primary user must be approved by the Executive Director or their designee.
9. Visiting websites of questionable nature or opening attachments to emails that have nothing to do with Spark Growth Literacy Program business thereby risking computer viruses, or other detrimental software downloads. The account holder shall bear the responsibility and the consequences of allowing any access to his or her account without appropriate administrative authorization.

Section 14.8 Ownership of Materials

All information that you write, develop, receive or compile, including but not limited to publications, articles, speeches, reports, manuals, grants, etc., during the performance of your duties at Spark Growth Literacy Program automatically becomes Spark Growth Literacy Program property, whether or not written, developed, or compiled in your home or in our offices, and whether done during business hours or during other time.

Spark Growth Literacy and Art Program Representation

All Spark Growth Literacy and Art Program volunteers are encouraged to be advocates for Spark Growth Literacy Program and its activities. However, you cannot present yourself as a Spark Growth Literacy Program representative or spokesperson, unless authorized to do so.

Section 14.9 Smoking

Spark Growth is a non-smoking organization. We work on school campuses and in early education and care settings which are designated as Smoke-Free environments.

Section 14.10 Drugs and Alcohol

The following policy has been abbreviated for the purposes of this documents brevity. If you would like to see the policy in its entirety please ask for a full copy of the 'DRUG AND ALCOHOL-FREE WORKPLACE' excerpts below were taken from the Spark Growth Literacy Program Employee Handbook. To comply with the requirements of the Spark Growth Literacy Program's purpose, this policy has been set forth to ensure a safe, healthy, and productive work environment for all employees and volunteers. In addition to being concerned about your well-being, there is equal concern that Spark Growth Literacy Program's reputation and image is not compromised in any way.

Spark Growth Literacy Program's policy concerning drug and alcohol use and abuse is as follows:

You must report to your volunteer assignment in a fit condition to perform your duties. Being under the influence of drugs or alcohol is not acceptable. If you are taking physician-prescribed medication, you must notify your supervisor if there is likelihood that such medication could affect your job performance and safety.

Section 14.11 Workplace Violence

Spark Growth Literacy Program has a policy of zero tolerance for violence. If you threaten or engage in any violence in the workplace this shall be cause for separation. No talk of violence or joking about violence will be tolerated. 'Violence' includes physically harming another, shoving, pushing, harassing, intimidating, coercing, brandishing weapons and threatening or talking of, or engaging in those activities.

Spark Growth Literacy Program specifically prohibits the possession of weapons on company property. This ban includes keeping or transporting a weapon in a vehicle in a parking area, whether public or private. Weapons include guns, knives, explosives and other items with the potential to inflict harm. It is everyone's business to prevent violence in the workplace and you can help by reporting what you see in the workplace, if you suspect violence.

Section 15. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if

delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 16. Bylaws

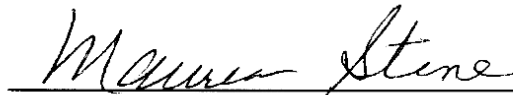
The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

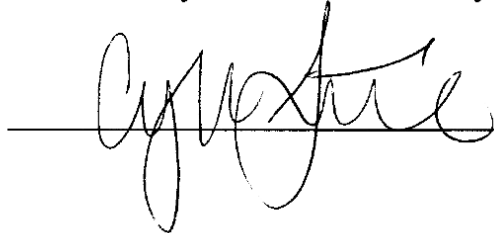
We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 33 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this
15th day of December, 2022.

Maureen Stine, Executive Director – Spark Growth!



ATTEST: Cyarah Stine-Secretary—Spark Growth!



ATTEST: Melanie Stine-Shannon –Treasurer—Spark Growth!

