

# Wisdom Projects, Inc.

Reimagining Education | Reimagining Peace | Reimagining the World



## BY-LAWS OF WISDOM PROJECTS, INC.

Update: Saturday July 13, 2024

### Article I: Name of Corporation and Purpose

#### Section 1.

The name of the corporation is formally Wisdom Projects, Inc. or Wisdom Projects doing-business-as the Baltimore Wisdom Project.

#### Section 2.

This corporation is established to provide holistic community education, community organizing, and community healing for peace, justice, equality, and wellness as well as organizational consultations for workplace conflict resolution and restorative justice. This organization qualifies under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code. No proceeds of the corporation will enrich any individual except that reasonable compensation may be paid for services. If the corporation is dissolved, any assets remaining will be distributed to another corporation serving similar purposes and qualifying as a tax-exempt, charitable organization under the provisions of 501(c)(3) of the Internal Revenue Code.

### Article II: Members

#### Section 1.

The corporation has no members

### Article III: Board of Directors

#### Section 1.

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

#### Section 2.

Each board member shall collaboratively evaluate their participation after two years. The Executive Director shall be the Board President. If the Executive Director is on leave or leaves,

then the Board Secretary will be the Interim Executive until the Executive Director returns or a formal search is found to replace the Executive Director.

Section 3.

The Executive Director and Board President elects new board members with advice from the sitting board.

Section 4.

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

Section 5.

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

Section 6.

Any board member who misses two consecutive meetings or calls-for-participation, fails to disclose a conflict of interest, intimates that officers or directors should work on behalf of another organization, or breaches confidentiality may be removed from the board by the Executive Director.

Section 7.

Major decisions shall be made through consensus rather than through voting.

Section 8.

Board members shall not be compensated for their board service except for reimbursement of reasonable expenses and field services.

Section 9.

The Executive Director shall lead administration, operations, programming, financial maintenance, and fundraising.

Article IV: Officers of the Board

Section 1.

The president of the board calls board meetings, contacting each member. The board president presides over board meetings.

Section 2.

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

Section 3.

The secretary takes and maintains written minutes of board meetings in collaboration with the president, and advises and consults as requested or needed to ensure that reports and filings to state and federal authorities are made in a timely manner.

#### Article V: Committees

Given the small size of the organization, there are no formal committees. This matter will be revisited every two years.

#### Article VI: Amendments to the Bylaws

##### Section 1.

These bylaws may be amended annually or as needed subject to consensus of the sitting members. Review every two years if requested and is customary but not mandated.

#### Article VII: Intellectual Property

##### Section 1.

All materials, writings, and multimedia produced for the organization's programming or operations by individual staff members immediately becomes the intellectual property of the author who allows the organization to use the materials, writings, and multimedia under a Creative Commons CC By License until such time that the author removes said license. The terms of the Creative Commons CC By License is set down at <https://creativecommons.org/share-your-work/ccllicenses>.