

Bylaws of SOWHOPE.ORG

Article 1 Name and Offices

Section 1. Name

The name of the Corporation shall be SowHope.Org

Section 2. Principal Office

The principal office of SowHope.Org shall be located in Kent County, State of Michigan.

Section 3. Other Offices

SowHope.Org may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article 2 Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

The purpose or purposes for which SowHope.Org is organized are exclusively for charitable, educational, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”), or corresponding provisions of any subsequent federal tax laws, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of SowHope.Org shall be to inspire women around the world through the promotion of wellness, education and economic opportunities.

Section 3. Statement of Values

The core values of SowHope.Org are summed up with the acronym WE CARE and are: Wholeness, Excellence, Compassion, Authenticity, Relational, and Effectiveness.

Article 3 Directors of the Board

Section 1. Number,

The number of Directors which shall constitute the whole Board shall not be less than five (5) nor more than twelve (12) members. The number of Directors may be increased

or decreased by action of two-thirds (2/3) of the Board of Directors to any number, from time to time, but shall not be decreased to fewer than three (3) Board members.

Section 2. Qualifications

Directors shall be of the age allowed by the State of Michigan. A Director need not be a citizen of the United States or a resident of the State of Michigan.

Section 3. Powers

SowHope.Org shall be organized on a directorship basis according to Michigan law. The business of SowHope.Org shall be managed by its Board of Directors which may exercise all such powers of SowHope.Org and do all such lawful acts and things as are by statute or by the Articles of Incorporation or by these Bylaws directed or required.

Section 4. Duties

It shall be the duty of the directors to:

- a. Manage the business and the affairs of SowHope.Org.
- b. Disburse SowHope.Org's monies and dispose of its property in fulfillment of its corporate purpose; provided, however, that the fundamental and basic purposes of SowHope.Org shall not thereby be amended or changed and provided further that the board of directors shall not permit any part of the net earnings or capital of SowHope.Org to inure to the benefit of any private individual.
- c. Appoint and remove, prescribe the duties and fix the compensation of the corporation's President who shall be responsible to the Board for the management and staffing of SowHope.Org.
- d. Register their addresses with the Secretary of SowHope.Org. Notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

Section 5. Term of Office

Directors shall be appointed or elected to office for a term of three (3) years, and shall be elected at the annual business meeting or any regular meeting of the board of directors. The initial election of the directors shall allow for terms of one (1), two (2) or three (3) year terms for the purpose of directors having staggering three year terms. Directors shall begin their term at the next meeting of the directors after their election. Directors shall serve until their respective terms expire. Election to the board of directors shall be made by vote of two thirds (2/3) of the existing board of directors.

Voting for the election of directors shall be by written anonymous ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board. The chairperson of the nominating committee shall count the ballots and reveal who was elected and who was not elected.

No director shall serve more than two (2) consecutive terms without a lapse of at least one (1) year prior to election or appointment to a third term of office. A director elected or appointed to an unexpired term of office shall be eligible to serve only one (1) additional term of office without a pause of at least one (1) year before election or appointment to an additional term of office.

Section 6. Compensation

Directors shall serve without salary or any other compensation for their service as directors of the corporation, but each director shall be entitled to reimbursement for reasonable expenses incurred in attending meetings or otherwise in connection with his or her attention to the affairs of the corporation. Any payments to directors shall be approved in advance in accordance with SowHope.Org's conflict of interest policy, as set forth in Article 9 of these bylaws.

A director may not serve the corporation as a paid employee. SowHope.Org may not lend money to or guarantee the obligation of a director of SowHope.Org.

Section 7. Annual Meeting

The Annual Meeting of the board of directors shall be the first regular board of directors meeting of the fiscal year of SowHope.Org. The Annual Meeting shall include besides regular business, an annual report outlining the financial and program activities of the previous year. Also, at this meeting the new proposed budget will be reviewed and voted on.

Section 8. Regular Meetings

The board of directors shall hold a regular meeting at least twice a year. Election of directors shall occur at the last meeting of the fiscal year of SowHope.Org.

Section 9. Special Meetings

Special meetings of the board of directors may be called by the chairperson of the board, by any two directors, or, by any person specifically authorized under the laws of this state to call special meetings of the board.

Section 10. Notice of Meetings

The following provisions shall govern the giving of notice for meetings of the board of directors:

- a. Notice.** At least one week prior notice shall be given by the secretary of the corporation to each director for each meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by email, or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of email or facsimile notification, the director to be contacted shall acknowledge personal receipt of the email or facsimile notice by a return message or telephone call within twenty-four hours of the first transmission.

- b. Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing or sent by email from the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. 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.

Section 11. Place and Means of Meetings

The Meetings shall be held on such a day, in such a month, and at such a time, place and means as the board of directors shall determined, for the purpose of the Board or any designated committee of the corporation. Board or committee meeting can be held by means of telephone or an internet conference or similar communications equipment, provided all persons entitled to participate in the meeting received proper notice of the telephone meeting and provided all persons participating in the meeting can hear each other at the same time. A director participating in a telephone or an internet conference meeting is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting the meeting by phone.

Section 12. Quorum for Meetings

A quorum shall consist of the majority of the directors then in office. Absent board members may give their written proxy to a board member in attendance at the board of director meeting. Such a written proxy can be counted in determining a quorum.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chairperson shall entertain at such meeting is a motion to adjourn.

Section 13. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 14. Conduct of Meetings

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated, or in his or her absence, by the vice chairperson of the board, or in the absence of each of these persons, by a director chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding board officer shall appoint another person to act as secretary of the meeting.

The chairperson, or the chairperson's designee, shall utilize Robert's Rules of Order to conduct meetings which will facilitate debate and decision making.

The agenda of each regular and annual meeting shall be developed by the executive committee along with the president of the corporation. The agenda shall be provided to each director one week prior to each board meeting.

Section 15. Vacancies

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is decreased.

Any director may resign effective upon giving written notice to the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if SowHope.Org would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. A director shall be removed from the board of directors if they miss three consecutive board meetings.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by the last sole remaining director. A person elected to fill a vacancy on the board shall serve the remaining term of the director he or she replaced or until his or her death, resignation, or removal from office, which ever comes first.

At any regular meeting of the board or at a meeting called for the purpose, any director may, by vote of two-thirds (2/3) of the entire board be removed from the board, with or without causes, and another may be elected in the place of the person so removed to serve for the remainder of the term.

Section 16. Nonliability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of SowHope.Org.

Section 17. Indemnification by Corporation of Directors and Officers: Claims by Third Parties.

The directors and officers of SowHope.Org shall be indemnified by SowHope.Org to the fullest extent permissible under the laws of this state.

Section 18. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of SowHope.Org (including a director, officer, employee, or other agent of

SowHope.Org) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not SowHope.Org would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Article 4 Officers of the Corporation

Section 1. Designation of Officers

The officers of SowHope.Org shall be a president, a vice president, a secretary, and a treasurer. One person may hold more than one office at a time, but alone may not execute a document required to be signed by two people. The corporation may also have a chairman of the board and other officers as may be determined from time to time by the board of directors.

Section 2. Qualifications

Any person may serve as officer of SowHope.Org.

Section 3. Election and Term of Office

Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 6. Duties of President

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her

office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairman of the board of directors, the president shall preside at all meetings of the board of directors. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

Section 7. Duties of Vice President

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law or by the board of directors.

Section 8. Duties of Secretary

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of SowHope.Org.

Exhibit at all reasonable times to any director of the corporation on request the bylaws, and the minutes of the proceedings of the directors of SowHope.Org.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 9. Duties of Treasurer

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of SowHope.Org and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to SowHope.Org from any source whatsoever.

Disburse, or cause to be disbursed, the funds of SowHope.Org as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of SowHope.Org's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of SowHope.Org, or to his or her agent or attorney, on request therefore.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of SowHope.Org.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of SowHope.Org, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 10. Compensation of Officers

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors. In all case, any salaries received by officers of the corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

Section 11. Absence of Officer

In the case of the absence of any officer or for any other reason that the board may deem sufficient, the president or the board may delegate for the time being, the powers or duties of such officer to any other officer or to any director.

Article 5 Committees

Section 1. Executive Committee

The executive committee will consist of the officers of the board and any other person the board of directors deems appropriate. The board of directors may delegate to such committee the powers and authority of the board in the management of the business and

affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee, and fill vacancies on the executive committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 2. Other Committees

SowHope.Org shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not also members of the board provided, however, that each such committee shall have at least one (1) member who is a director of SowHope.Org and shall act in an advisory capacity to the board. At the annual meeting a determination will occur as to what other committees are necessary and membership on each of those committees will be assigned by the executive committee.

Article 6 Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

The board of directors, 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 2. Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, 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 or a person designated by the board.

Section 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 of directors may select.

Section 4. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Article 7

Corporate Records, Reports, and Seal

Section 1. Books and Records

SowHope.Org shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any authority of the board of directors and shall keep such books and records at the principal office of the corporation. All books and records of SowHope.Org may be inspected by any member of the board of directors for any proper purpose at any reasonable time.

Article 8

IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit corporation organized under the laws of the State of Michigan pursuant to the provisions of Act 162, Public Acts of 1982.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the termination, dissolution or winding up of SowHope.Org, the board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all assets of the corporation to an organization or organizations as are organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Any such assets not so

disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes.

Article 9

Conflict of Interest

Section 1. Purpose of Conflict of Interest Policy.

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation. 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 2. Definitions

a. Interested Person. Any director, principal officer, 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 SowHope.Org has a transaction or arrangement,
2. a compensation arrangement with the corporation or with any entity or individual with which SowHope.Org has a transaction or arrangement, or
3. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which SowHope.Org is negotiating a transaction or arrangement.

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 Section 3, paragraph B, 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 3. Conflict of Interest Avoidance 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. 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.

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.

After exercising due diligence, the governing board or committee shall determine whether the corporation 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.

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

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

Section 4. Records of Board and Board Committee Proceedings

The minutes of meetings 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 board's 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.

Article 10

Fiscal Year

The fiscal year of SowHope.Org shall end on the last day of December each year.

Article 11

Amendment of Bylaws

Section 1. Amendment

These Bylaws of SowHope.Org may be altered, amended, or repealed and new bylaws adopted by approval of two-thirds of the board of directors.

Article 12

Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of SowHope.Org, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

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

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Dated: Jan 30, 2006

Jean Graham

Timothy J. Beals

Bonnie Conley

Chandy Colley

Doreen Mangrum

David Crawford

Diana Sharp (by proxy Mary Dailey Brown)

Pamela Ogor (by proxy Mary Dailey Brown)

Thomas Pearce

Signed By:

Jean Graham

Timothy Beals

Bonnie Conley

Chandy Colley

Doreen Mangrum

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