

BYLAWS

Coding for a Change

ARTICLE I: NAME AND OFFICE

The name of this organization is Coding for a Change. The principal office shall be located in the State of Utah, at an address determined by the Board of Directors.

ARTICLE II: BOARD OF DIRECTORS

Section 1: Role

The Board of Directors shall manage the affairs of the organization. The Board shall set policy, approve budgets, and ensure the mission is carried out.

Section 2: Composition

The Board shall consist of no fewer than three members. The initial Board members are: Kathrine Bell, Samuel Gustafson, and Jeshua Gustafson.

The Board recognizes that its current members are related by family. This is disclosed in full and will be noted in meeting minutes annually. The Board may be expanded at any time by a majority vote.

Section 3: Terms

Board members shall serve two-year terms. There is no limit on the number of terms a member may serve. Terms begin on January 1 and end on December 31 of the second year.

Section 4: Vacancies

If a seat becomes vacant, the remaining Board members may appoint a replacement by majority vote. The replacement shall serve the rest of the original term.

Section 5: Removal

A Board member may be removed by a two-thirds vote of the full Board. The member in question may speak before the vote but may not vote on their own removal.

Section 6: Resignation

A Board member may resign at any time by giving written notice to the President. The resignation takes effect when the notice is received.

ARTICLE III: OFFICERS

Section 1: Titles

The officers of the organization shall be: President, Treasurer, and Secretary. One person may hold more than one office, except that the President may not also serve as Treasurer.

Section 2: President

The President shall lead the Board, set meeting agendas, and serve as the primary representative of the organization. The President shall sign documents on behalf of the organization and oversee its general operations.

Section 3: Treasurer

The Treasurer shall manage the finances of the organization, maintain accurate financial records, oversee bank and investment accounts, and present a financial report at each annual meeting.

Section 4: Secretary

The Secretary shall keep minutes of all meetings, maintain the official records of the organization, handle correspondence, and ensure required filings are made on time.

Section 5: Election

Officers shall be elected by a majority vote of the Board at the annual meeting. Officers serve one-year terms and may be re-elected without limit.

Section 6: Removal of Officers

An officer may be removed from their office by a two-thirds vote of the full Board. Removal as an officer does not remove the person from the Board.

ARTICLE IV: MEETINGS

Section 1: Annual Meeting

The Board shall hold one annual meeting each year in December. The exact date and location shall be set by the President with at least thirty days notice to all Board members.

Section 2: Special Meetings

A special meeting may be called by the President or by any two Board members. At least seven days written notice must be given to all Board members, including the purpose of the meeting.

Section 3: Quorum

A quorum is two-thirds of the current Board members. No official business may be conducted without a quorum. For a Board of three, two members constitute a quorum.

Section 4: Voting

Each Board member has one vote. Decisions are made by majority vote of those present, unless a higher threshold is required elsewhere in these Bylaws. Votes may be cast in person, by phone, or by video call.

Section 5: Remote Participation

Board members may participate in meetings by phone or video. Participation by these means counts as being present for quorum and voting purposes.

Section 6: Minutes

The Secretary shall keep minutes of every meeting. Minutes shall record attendance, motions, votes, and decisions. Minutes shall be stored in the organization's permanent records.

ARTICLE V: FISCAL YEAR

The fiscal year of the organization shall begin on January 1 and end on December 31 of each year.

ARTICLE VI: COMPENSATION AND CONFLICTS OF INTEREST

Section 1: Board Compensation

Board members shall not receive compensation for serving on the Board. Board members may be reimbursed for reasonable expenses related to Board duties, such as travel to meetings, with prior approval.

Section 2: Contractor Compensation

A Board member or officer may be hired as an independent contractor for specific work that is outside their Board duties. Any such arrangement must be documented in a written agreement, approved by the Board, and reflect a fair price for the work described.

Section 3: Conflict of Interest

Any Board member who has a personal or financial interest in a matter before the Board must disclose that interest before discussion. The interested member may answer questions but shall not vote on the matter. The disclosure and outcome shall be recorded in the minutes.

ARTICLE VII: AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the full Board. Proposed changes must be shared with all Board members in writing at least fourteen days before the vote. No amendment shall conflict with the Constitution, the laws of the State of Utah, or Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII: BOARD EXPANSION

The Board may add new members at any time by a majority vote. The Board is encouraged to add unrelated members when practical in order to strengthen governance and reduce audit risk. Any expansion shall be noted in the minutes.

Adopted: May 2026