

SPONSOR-A-CAN

BYLAWS

Adopted by the Board of Directors — April 12, 2026 | Amended — May 21, 2026

ARTICLE I — NAME

The name of the organization shall be Sponsor-A-Can.

ARTICLE II — PURPOSE

Sponsor-A-Can is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The organization's mission is to promote sanitation, public health, environmental sustainability, and economic opportunity for homeless, impoverished, and disadvantaged populations in the United States and internationally. Programs include, but are not limited to, waste management and garbage collection services for homeless encampments, community clean-up initiatives, and the development of sustainable recycling technologies that create economic opportunities for disadvantaged communities.

ARTICLE III — MEMBERS

Sponsor-A-Can shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's Articles of Incorporation.

ARTICLE IV — BOARD OF DIRECTORS

Section 4.1 — Role and Size

The Board of Directors is responsible for the overall policy and direction of the organization, and delegates responsibility for day-to-day operations to staff and committees. The Board shall have no fewer than 3 and no more than 10 directors.

Section 4.2 — Meetings

The Board shall meet at least monthly, at an agreed-upon time and place. Meetings may be held in person, by telephone, by video conference, or by any combination of these means. Participation by remote communication constitutes presence at the meeting. The President, or any two directors, may call a special meeting of the Board upon at least 48 hours' notice to all directors.

Section 4.3 — Quorum and Voting

A majority of the current board members shall constitute a quorum for the transaction of business. All decisions of the Board shall be made by a majority vote of directors present at a meeting at which a quorum exists, unless a greater vote is required by these Bylaws, the Articles of Incorporation, or applicable law.

Section 4.4 — Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a formal meeting if all directors consent in writing or by electronic communication (including email or text message) to the action. Such consent shall be filed with the minutes of the Board and shall have the same effect as a unanimous vote. This provision allows the Board to ratify day-to-day operational decisions made between scheduled meetings.

Section 4.5 — Elections and Terms

New directors and current directors shall be elected or re-elected by a majority vote of the existing board members. All board members shall serve two-year terms and are eligible for re-election without limit.

Section 4.6 — Vacancies

Any vacancy on the Board, whether caused by resignation, death, removal, or any other cause, shall be filled by a majority vote of the remaining directors at any regular or special meeting. A director elected to fill a vacancy shall serve the remainder of the unexpired term of their predecessor.

Section 4.7 — Resignation and Removal

Any director may resign at any time by submitting written or electronic notice to the President or Secretary. A director may be removed for cause by a two-thirds vote of the remaining board members at a meeting at which a quorum is present, provided that the director in question has been given at least 10 days' notice of the proposed removal and an opportunity to be heard.

ARTICLE V — OFFICERS AND DUTIES

Section 5.1 — Officers

The officers of the Board shall consist of a President, Vice-President, Secretary, and Treasurer. One person may hold more than one officer position, except that the President and Secretary may not be the same person. Officers are elected by the Board at the annual meeting and serve one-year terms, renewable without limit.

Section 5.2 — Duties of the President

The President shall convene and preside over all Board meetings, serve as the primary spokesperson and executive officer of the organization, oversee day-to-day operations, and perform such other duties as may be assigned by the Board.

Section 5.3 — Duties of the Vice-President

The Vice-President shall chair committees as assigned, assume the duties and authority of the President in the President's absence or incapacity, and perform such other duties as assigned by the Board.

Section 5.4 — Duties of the Secretary

The Secretary shall be responsible for maintaining minutes of all Board meetings, giving required notices of meetings, maintaining all organizational records, and performing such other duties as assigned by the Board.

Section 5.5 — Duties of the Treasurer

The Treasurer shall oversee the financial affairs of the organization, maintain accurate financial records, present a financial report at each Board meeting, ensure that required tax filings and government reports are completed on time, and perform such other duties as assigned by the Board. The Treasurer shall ensure the organization operates within its approved annual budget.

Section 5.6 — Officer Removal

Any officer may be removed by a two-thirds vote of the Board when, in the Board's judgment, the best interests of the organization will be served thereby.

ARTICLE VI — CONFLICT OF INTEREST POLICY

Section 6.1 — Purpose

This policy is intended to protect the organization's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization, and to ensure compliance with Section 501(c)(3) of the Internal Revenue Code.

Section 6.2 — Disclosure Requirement

Any director, officer, or key employee who has a direct or indirect financial interest in a proposed transaction or arrangement involving the organization must disclose the existence and nature of that interest to the Board before the Board votes on the matter. This includes transactions with family members of board members.

Section 6.3 — Family Relationships

The Board acknowledges that certain current directors are related by family (specifically, that the President, Vice-President/Secretary, and Treasurer are siblings and a parent, respectively). All decisions in which a family member has a financial interest shall be subject to the disclosure and recusal procedures in Section 6.4. This relationship is disclosed to the IRS and does not disqualify the organization from tax-exempt status, provided proper governance procedures are followed.

Section 6.4 — Recusal Procedure

When a conflict of interest is disclosed, the interested director shall: (a) disclose all material facts to the Board; (b) leave the meeting during discussion and voting on the matter; and (c) not attempt to influence the deliberation or vote. The remaining directors shall determine by majority vote whether the transaction is in the organization's best interest.

Section 6.5 — Annual Disclosure

Each director and officer shall annually complete and sign a Conflict of Interest Disclosure Statement. The Secretary shall maintain these statements on file.

ARTICLE VII — FINANCIAL CONTROLS

Section 7.1 — Fiscal Year

The fiscal year of the corporation shall be from June 1 to May 31.

Section 7.2 — Budget

The Board shall adopt an annual operating budget prior to the start of each fiscal year. Expenditures consistent with the approved budget may be authorized by the President or Treasurer. Expenditures not in the approved budget exceeding \$500 require Board approval.

Section 7.3 — Signing Authority

All checks, contracts, or other financial instruments exceeding \$500 shall require the signature or electronic authorization of the President or Treasurer. The Board may authorize other signing authority as needed.

Section 7.4 — Bank Accounts

All funds of the organization shall be deposited in bank accounts maintained in the name of Sponsor-A-Can. The Board shall designate authorized signatories on all accounts.

Section 7.5 — Financial Review

The Treasurer shall present a written financial report at each monthly Board meeting. The Board shall conduct or commission an annual review of the organization's financial records. If annual gross receipts exceed \$250,000, the Board shall engage an independent accountant for a formal audit.

Section 7.6 — Expense Reimbursement

Directors and officers may be reimbursed for reasonable, documented expenses incurred in the performance of their duties on behalf of the organization, upon approval by the President or Treasurer, provided no director approves their own reimbursement.

ARTICLE VIII — INDEMNIFICATION

The organization shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by the Washington Nonprofit Corporation Act (RCW Chapter 24.03A) against any liability, loss, or expense (including reasonable attorneys' fees) incurred in connection with any proceeding arising from their service to the organization, provided that the person acted in good faith and in a manner reasonably believed to be in the best interests of the organization. The organization may purchase and maintain insurance on behalf of any such person against any liability asserted against them in their official capacity.

ARTICLE IX — COMMITTEES

The Board may create standing or ad hoc committees as needed to carry out the work of the organization. Each committee shall include at least one Board member. Committees may not exercise the authority of the Board but may make recommendations to the Board. The Board shall define the scope and responsibilities of each committee at the time of its creation.

ARTICLE X — AMENDMENTS

These Bylaws may be amended by a two-thirds vote of all current board members (not merely those present at a meeting), provided that: (a) the proposed amendment has been submitted in writing to all directors at least 7 days before the vote; and (b) a quorum is present at the meeting

at which the vote is taken. Amendments may also be adopted by written consent of all board members pursuant to Section 4.4.

ARTICLE XI — PARLIAMENTARY AUTHORITY

In all matters not covered by these Bylaws, the organization shall be governed by the current edition of Robert's Rules of Order, except where those rules conflict with these Bylaws, the Articles of Incorporation, or applicable law.

ARTICLE XII — DISSOLUTION

In the event of dissolution of the organization, all assets remaining after payment of all debts and liabilities shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to a federal, state, or local government for a public purpose, consistent with the Articles of Incorporation.

CERTIFICATION OF ADOPTION

These Bylaws were duly adopted by the Board of Directors of Sponsor-A-Can on the date indicated below.

Matthew S. Boisson, President

Date: April 12, 2026

Michael Boisson, Vice-President & Secretary

Date: April 12, 2026

Destiny Glaubitz, Treasurer & Director

Date: April 12, 2026

Date: April 12, 2026