



BYLAWS

Free Full Hands Foundation, Inc.

(An Illinois Not-for-Profit Corporation)

Adopted: 09 Jun 2025

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Article I Name & Purposes

- 1.1 **Name.** The name of the corporation is **Free Full Hands Foundation, Inc.** ("Corporation").
- 1.2 **Purposes.** The Corporation is organized exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, including but not limited to providing financial and programmatic support to Restoration Children's Home Uganda and similar charitable endeavors.
- 1.3 **Dissolution.** Upon dissolution, assets shall be distributed to one or more organizations that are then recognized as exempt under § 501(c)(3) and whose mission is substantially similar.

Article II Offices

- 2.1 **Principal Office.** The Corporation's principal office is **512 Beach Ave, LaGrange Park, Illinois 60526**.
- 2.2 **Registered Agent.** The registered agent and office on file with the Illinois Secretary of State may be changed by Board resolution and timely filing.

Article III No Membership

- 3.1 The Corporation shall have **no voting members**. All corporate powers rest with the Board of Directors.



Article IV Board of Directors

4.1 **Powers.** The Board manages all affairs of the Corporation.

4.2 **Number.** The Board shall consist of **three (3) directors**; it may be increased to no more than seven (7) by amendment of this section.

4.3 **Eligibility.** Directors must be natural persons at least 18 years old; Illinois residency is not required.

4.4 **Term.** Each director holds office **until resignation, removal, or successor election.**

4.5 **Resignation & Removal.** A director may resign in writing at any time. The Board may remove a director with or without cause by two-thirds (2/3) vote of remaining directors.

4.6 **Vacancies.** The Board shall fill vacancies by majority vote; appointees serve the unexpired term.

4.7 **Regular Meetings.** Held **monthly** on dates fixed by resolution; seven-day e-mail notice required.

4.8 **Special Meetings.** Called by the President or any two directors; forty-eight-hour e-mail notice.

4.9 **Quorum.** A majority of seated directors constitutes quorum.

4.10 **Voting.** Each director has one vote; actions require majority of directors present unless these bylaws or law require a greater vote.

4.11 **Electronic Participation.** Directors may participate via videoconference or telephone; such participation counts as presence.

4.12 **Compensation.** Directors serve without compensation but may receive reimbursement of reasonable, pre-approved expenses.

Article V Officers

5.1 **Officers.** The Corporation shall have a **President, Secretary, and Treasurer**; the Board may create additional offices.

5.2 **Election & Term.** Officers are elected annually by the Board and serve until the next annual meeting or until a successor is elected.

5.3 **Removal.** Any officer may be removed by majority vote of the Board.

5.4 **Duties.**

- **President:** chief volunteer officer; presides at meetings; executes documents.
- **Secretary:** maintains minutes and the Minute Book; issues notices.
- **Treasurer:** oversees finance; presents financial reports; chairs the Finance Committee.



Article VI Committees

6.1 Finance Committee. There shall be a standing Finance Committee consisting of **the entire Board until such time as additional directors are elected**, after which the Treasurer plus at least one other director shall serve. The Committee reviews monthly financials, prepares annual budgets, and recommends related-party transactions under the Conflict-of-Interest Policy.

6.2 Other Committees. The Board may create additional standing or ad hoc committees by resolution.

6.3 Advisory Council. The Board may appoint non-director advisors (e.g., Ugandan Elders) who serve without vote.

Article VII Indemnification & Insurance

7.1 To the fullest extent permitted by 805 ILCS 105/108.75, the Corporation shall indemnify directors and officers acting in good faith.

7.2 The Board is authorized to purchase Directors & Officers liability insurance.

Article VIII Fiscal Year

8.1 The fiscal year is **July 1 – June 30**.

Article IX Conflict-of-Interest & Whistle-blower

9.1 The Corporation's **Conflict of Interest and Compensation Policy** adopted 09 Jun 2025 (as amended) and its **Whistle-blower Protection clause** are hereby incorporated by reference. Directors, Officers, and Key Persons shall comply with those policies at all times.

Article X Books, Records & Minute Book

10.1 The Corporation shall maintain correct and complete books and minutes in the secure Google Drive folder titled "**FFF Minute Book**." Directors may inspect all records at any reasonable time.



Article XI Contracts, Checks & Deposits

11.1 Contracts. The Board may authorize any officer to execute contracts.

11.2 Checks & Transfers. All checks or electronic transfers exceeding US \$1,000, and every transfer to Restoration Children's Home Uganda, must be signed or electronically approved by **any two different officers** chosen from the following list: President, Secretary, Treasurer, or Vice-President – Field Liaison. A single individual holding more than one office counts as only one officer for purposes of this requirement.

11.3 Deposits. Funds shall be deposited in a U.S. depository approved by the Board.

Article XII Amendments

12.1 These bylaws may be amended at any duly called meeting by **two-thirds (2/3) vote** of directors present, provided the text is circulated at least seven (7) days in advance.

Article XIII Parliamentary Authority

13.1 *Robert's Rules of Order Newly Revised* shall govern procedure where not inconsistent with law or these bylaws.

Article XIV Adoption

Adopted by unanimous vote of the Board of Directors on the date below.

Printed Name	Title	Signature	Date
Anthony Kamykowski	President / Secretary	/s/ Anthony Kamykowski	18 Jun 2025
Brian Musobya Jessy	Vice President / Field Liaison	/s/ Brian Musobya Jessy	18 Jun 2025
Michelle Siemionkowicz	Treasurer	/s/ Michelle Siemionkowicz	18 Jun 2025

