

## **BYLAWS OF SPOKANE FāVS**

### **ARTICLE 1 – NAME AND PURPOSES**

**Section 1.01 Name:** The name of the corporation is Spokane FAVS (stylized “Spokane FāVS”) (the “Corporation”).

**Section 1.02 Offices:** The principal office of the Corporation shall be located at 1603 W Main Ave, Spokane, WA, 99201-1223 or such other place as the Board of Directors of the Corporation (the “Board”) may designate. The Corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the operations of the Corporation may require from time to time.

**Section 1.03 Purpose:** The Corporation is organized and will be operated exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, including but not limited to those purposes set forth in the Corporation’s Articles of Incorporation (as amended, the “Articles”); the provision of non-sectarian coverage of religion, spirituality and ethics in the Inland Northwest; and the promotion of dialogue through online journalism and community engagement opportunities.

### **ARTICLE 2 – MEMBERSHIP**

**Section 2.01 No Members:** The Corporation shall have no members as defined in Section 24.03A.010(45) of the Washington Nonprofit Corporation Act (the “Act”).

### **ARTICLE 3 – AUTHORITY AND DUTIES OF DIRECTORS**

**Section 3.01 Authority of Board:** The Board is the policy-making body and may exercise all the powers and authority granted to the organization by law. The Board shall oversee the organization’s operations.

**Section 3.02 Number of Directors:** The Board shall consist of no more than seven (7) nor fewer than three (3) Directors. The number of Directors may be increased or decreased from time to time by Board resolution or amendment to these Bylaws; provided however, that a reduction in the number of Directors shall not remove a Director from his or her position as a Director prior to the expiration of his or her term of office. In addition, the President shall serve as an *ex officio* Director with the right to vote.

**Section 3.03 Election and Term of Directors:** The initial Directors named in the Articles shall serve until the first annual meeting of the Board. Successor Directors shall be elected at the annual meeting of the Board. Unless a Director dies, resigns or is removed, he or she shall hold office for a term of two (2) years or until his or her successor is elected and qualified, whichever is later. The terms of the Directors shall be set so that the terms shall be staggered to the extent possible.

**Section 3.04 Qualifications of Directors:** Directors shall have the following qualifications as well as any qualifications the Board may prescribe by resolution.

- a) A Director must be an individual.
- b) The number of Directors who are under eighteen (18) years of age may not exceed three (3) or one-third (1/3) of the total number of Directors then in office, whichever is fewer.
- c) Directors (other than those serving *ex officio*) shall consist of persons of stature, who are not on staff or receiving compensation from the Corporation.
- d) Directors shall have demonstrated commitment to the Corporation through financial contributions, value-added services, and/or volunteer involvement and shall be (i) known for their strong commitment to, and/or expertise in religion journalism, (ii) and/or bring a broader outside perspective or expertise.
- e) Directors may serve up to two (2) consecutive two (2) year terms; provided, however, that the Board may elect Directors to additional terms as follows: (i) the initial additional term shall be six (6) months, subject to ongoing review and evaluation by the Board; and (ii) the initial additional term may be extended by eighteen (18) months to a full two (2) year term by subsequent resolution of the Board. A Director elected pursuant to the foregoing clauses (i) and (ii) shall be deemed to be serving a full two (2) year term. For the avoidance of doubt, a Director elected pursuant to the foregoing clause (i) only without subsequent extension pursuant to clause (ii) shall serve a term of six (6) months. The foregoing limitations do not apply to Directors who serve *ex officio*.

**Section 3.05 Resignation and Removal:**

- a) Any Director may resign by delivering written notice to the President or to the Secretary, which may be delivered by email, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- b) One or more Directors may be removed, with or without cause, by majority vote of the entire Board at any meeting of the Board at which removal of a Director is to be considered pursuant to notice duly given, provided that such notice is given at least fourteen (14) days in advance.

**Section 3.06 Vacancies:** Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for one full term unless agreed otherwise.

**Section 3.07 Annual Meeting:** The Board shall hold an annual meeting for the purposes of electing directors and officers and transacting such business as may properly come before the meeting (the “Annual Meeting”) no later than the last day of March of each year. By resolution, the Board may specify the date, time and place for the holding of the Annual Meeting without other notice than such resolution; provided that notice pursuant to Section 3.05(b) shall be given for any meeting considering the removal of one or more Directors. Rescheduling of the Annual Meeting must be approved by the Board at least ten (10) business days before the previously

scheduled date for the Annual Meeting. The Annual Meeting will include an annual report with the previous year's finances.

**Section 3.08 Regular Meetings:** In addition to the Annual Meeting, the Board shall hold at least one (1) regular meeting per calendar quarter. By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution; provided that notice pursuant to Section 3.05(b) shall be given for any meeting considering the removal of one or more Directors.

**Section 3.09 Special Meetings:** Special meetings may be called by the President or by any two (2) Directors, or, in the case of a committee meeting, by the chairperson of the committee, pursuant to notice duly given. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

**Section 3.10 Notices:** Except as provided in Section 3.05(b), notice of special Board or committee meetings shall be given to a Director by written notice, including notice by email with delivery service notification, not less than [forty-eight (48) hours] in advance. The notice of any meeting shall state the date, time, and place of such meeting. Except as provided in Section 3.05(b), the notice need not specify the business to be transacted at or the purpose of any special meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notice provided by email is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

**Section 3.11 Waivers of Notice:** Whenever notice is required to be given to any Director under any provision of applicable law, the Articles, or these Bylaws, a waiver in writing signed by the Director entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The attendance or participation of any Director at a meeting, in person or by tele- or video-conference, shall constitute waiver of notice by such Director, unless the Director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**Section 3.12 Quorum and Voting:** Unless a greater proportion is required by applicable law, a quorum shall consist of a majority of the total number of Directors in office. All decisions will be by majority vote of those present at a meeting at which a quorum is present. This is never less than 1/3 of the Directors, and a quorum shall not be present at any time during a meeting unless a majority of the Directors present are at least eighteen (18) years of age.

**Section 3.13 Action Without a Meeting:** Any action required or permitted to be taken at a meeting of the Board (including amendment of these Bylaws or the Articles), or of any committee, may be taken without a meeting, if a written consent (including via letter or email) setting forth the action so taken is executed each member of the Board or committee entitled to vote on the action. Such consents shall have the same force and effect as a unanimous vote of the Board, or of the committee, as the case may be and may be executed in two (2) or more counterparts. For purposes of this Section 3.13 only, "each member of the Board or committee entitled to vote" does

not include an “interested director” who abstains in writing from providing consent where (a) the Board has determined that (i) the Corporation is entering into the transaction subject to the consent for its own benefit and (ii) the transaction is fair and reasonable to the Corporation when it enters into the transaction or the noninterested Directors determine in good faith after reasonable investigation that the Corporation cannot obtain a more advantageous arrangement with reasonable effort under the circumstances, at or before execution of the written consent; (b) the determination of the Board is included in the written consent executed by the noninterested Directors or in other records of the Corporation; and (c) all of the noninterested approve the action.

**Section 3.14 Place of Meetings; Remote Participation:** All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice executed by all Directors. Any or all members of the Board or any committee may participate in a meeting of the Board or such committee by or through the use of one or more means of remote communication (i.e., tele- or video-conference or similar communications equipment) so long as members participating in such meeting can hear one another and can simultaneously participate, and such participation shall constitute presence in person at the meeting. If the remote communication method of a member of the Board or any committee malfunctions or prevents a clear understanding or participation in the meeting, such member shall be treated as if they are not present for the duration of such malfunction or impediment.

**Section 3.15 Compensation of Directors:** Directors shall not be compensated for serving on the Board, but the Corporation may reimburse Directors for documented reasonable expenses incurred in the performance of their duties to the organization.

**Section 3.16 Financial Obligation of Directors:** Where possible, Directors shall contribute financially to the Corporation.

- a) These contributions shall be held as confidential information between the Director, the Treasurer, and the Corporation.
- b) These contributions shall be as circumstances permit, and there shall be no minimum dollar amount for financial contributions.
- c) Should a Director be unable to financially contribute, [the Executive Director and] President have discretion to consider and substitute that Director’s volunteer and value-added contributions.
- d) All information regarding these arrangements shall be considered confidential information.

## **ARTICLE 4 – COMMITTEES**

**Section 4.01 Board Committees:** The Board may designate one or more standing or temporary committees of the Board, each of which shall consist of two (2) or more Directors who shall be appointed to such committee by the Board. The Board shall designate a Chairperson for each committee. The creation of, delegation of authority to, or action by a committee of the Board does not alone constitute compliance by a Director with the standards of conduct described in the Act or otherwise applicable. Each Board committee shall have and exercise the authority of the

Directors in the management of the Corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to:

- a) Authorize distributions;
- b) Adopt, amend, alter, or repeal these Bylaws;
- c) Elect, appoint, or remove any member of any committee of the Board or any Director or officer of the Corporation;
- d) Amend the Articles;
- e) Adopt a plan of merger with another corporation or adopt a plan of domestication, for-profit conversion, or entity conversion;
- f) Authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business;
- g) Authorize the voluntary dissolution of the Corporation or revoke proceedings therefor;
- h) Adopt a plan for the distribution of the assets of the Corporation; or
- i) Amend, alter, or repeal any resolution of the Board, unless the resolution provides by its terms that it may be amended, altered, or repealed by a committee.

**Section 4.02 Advisory Committees:** The Board may designate and appoint one or more advisory committees, each of which may consist of at least one Director and one or more other individuals to give advice and counsel to the Board. The Board shall designate a Chairperson for each advisory committee, and the Board shall establish the charge and tasks for each advisory committee.

**Section 4.03 Administrative Matters:** A majority of the number of members of any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee. Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the Chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Board may remove from office any member of any committee elected or appointed by it at any time, with or without cause and without notice.

## **ARTICLE 5 – AUTHORITY AND DUTIES OF OFFICERS, AGENTS, AND EMPLOYEES**

**Section 5.01 Officers:** The officers of the organization shall be a President, a Secretary, Treasurer and such other officers, with such authority and responsibilities, as the Board may designate. Two (2) or more offices may be held by the same person, except the offices of Secretary and President.

**Section 5.02 Election of Officers; Terms of Office:** At each Annual Meeting, the Board shall elect officers to fill each office having a term that expired as of such Annual Meeting. Unless otherwise approved by resolution of the Board, as set forth in these Bylaws, or an officer dies, resigns, or is removed from office, each officer shall hold office until the second (2nd) Annual Meeting following his or her election or until his or her successor is elected. Unless otherwise approved by resolution of the Board, officers may serve up to two (2) consecutive terms. Any vacancy in any office, arising for any reason, may be filled by the Board for the unexpired term or for a new term designated by the Board.

**Section 5.03 Powers and Duties of Officers:** Subject to the control of the Board, all officers shall have such authority and shall perform such duties as may be provided in these Bylaws or by resolution of the Board.

a) **President:** The President shall serve on the Board as a Director *ex officio* and shall act as Chairperson of the Board, presiding over all meetings of the Board. Additionally, the President shall be responsible for (i) supervising and controlling all of the affairs of the Corporation in accordance with the policies and directives approved by the Board and (ii) performing all duties incident or customary to the office of President or assigned by the Board. Without limiting the foregoing, the President may sign deeds, mortgages, bonds, contracts or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or these Bylaws to another officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner.

b) **Secretary:** The Secretary shall be responsible for (i) the keeping of an accurate record of the minutes and proceedings of all meetings and other actions of the Board, all Board committees and all advisory committees, (ii) giving, or causing to be given, all notices in accordance with these Bylaws or as required by law, (iii) the safe keeping and custody of the corporate records of the Corporation, (iv) the keeping of records of the mailing and email address for each director and officer, and (v) performing all duties incident or customary to the office of Secretary or assigned by the President or the Board.

c) **Treasurer:** The Treasurer shall be responsible for (i) the keeping of an accurate record of the finances of the Corporation, (ii) providing financial reports to the Board at its meetings or at its request, (iii) custody and oversight of all funds and securities of the Corporation, (iv) receiving and giving receipts for monies due and payable to the Corporation from any source whatsoever, (v) ensuring the deposit of all such monies in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws, and (vi) performing all duties incident or customary to the office of Treasurer or assigned by the President or the Board.

d) [**Executive Director:** The Executive Director shall hold office until the third (3rd) Annual Meeting following his or her election or until his or her successor is elected. The Executive Director shall be responsible for (i) general and active management of the programs, personnel and affairs of the organization, (ii) seeing that all orders and resolutions of the Board are carried into effect, and (iii) performing all duties incident or customary to the office of Executive Director or assigned by the President or the Board.]

#### **Section 5.04 Resignation and Removal:**

- a) Any officer may resign at any time by delivering written notice to the President, the Secretary or the Board, which may be delivered by email, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- b) Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### **ARTICLE 6 – INDEMNIFICATION**

**Section 6.01 Definitions:** For purposes of this Article 6, the below terms have the following meanings.

- a) “Eligible Person” shall mean any person who at any time was or is a Director, a member of any advisory committee, an officer, an agent, an employee, or a volunteer of the Corporation.
- b) “Expenses” include counsel fees.
- c) “Liability” means the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.
- d) “Official capacity” means: (a) When used with respect to a Director, the office of Director in the Corporation; and (b) when used with respect to an individual other than a Director, the membership of any advisory committee of the Corporation, the office in the Corporation held by the officer or the employment, agency or volunteer relationship undertaken by the employee, agent or volunteer on behalf of the Corporation. “Official capacity” does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise.
- e) “Party” includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.
- f) “Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

#### **Section 6.02 Right to Indemnification:**

- a) The Corporation shall indemnify an Eligible Person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Eligible Person was a party because of being an Eligible Person against reasonable expenses incurred by the Eligible Person in connection with the proceeding.

b) Subject to Section 6.04, the Corporation shall indemnify an individual made party to a proceeding because the individual is or was an Eligible Person against liability incurred in the proceeding if (i) the individual acted in good faith, (ii) the individual reasonably believed that (x) his or her official capacity conduct was in the Corporation's best interests or (y) his or her conduct not in an official capacity was not opposed to the Corporation's best interests, and (iii) in the case of any criminal proceeding, the individual had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Eligible Person, did not meet the standard of conduct described in this section. Indemnification permitted under this section in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

c) Notwithstanding the foregoing, the Corporation shall not indemnify an Eligible Person (i) in connection with a proceeding by or in the right of the Corporation in which the Eligible Person was adjudged liable to the Corporation or (ii) in connection with any other proceeding charging (x) improper personal benefit to the Eligible Person or (y) a distribution of assets in violation of the Act approved or implemented by the Eligible Person, as applicable, in knowing violation of the Act.

**Section 6.03 Advancement of Expenses:** Subject to Section 6.04, the Corporation shall pay for or reimburse the reasonable expenses incurred by an Eligible Person who is a party to a proceeding in advance of final disposition of the proceeding if the Eligible Person (a) delivers a written affirmation to the Corporation of such Eligible Person's good faith belief that they met the standard of conduct described in Section 6.02(b) above, (b) delivers a written undertaking to the Corporation, executed personally or on such Eligible Person's behalf, to repay the advance if it is ultimately determined that the Eligible Person did not meet the standard of conduct described in Section 6.02(b) above, and (c) deposits a bond or equivalent security.

**Section 6.04 Corporation Procedures:** The Corporation shall not indemnify an Eligible Person pursuant to Section 6.02(b) or advance expenses to an Eligible Person pursuant to Section 6.03 unless approved in the specific case after a determination that the Eligible Person met the indemnification standard set forth in Section 6.02 above by: (a) the Board (acting by a quorum consisting of Directors who were not involved in such proceeding), (b) in the absence of a quorum, by majority vote of a committee duly designated by the Board, in which designation Directors who are parties may participate, consisting solely of two or more Directors not at the time parties to the proceeding, or (c) independent legal counsel selected by the Board or a committee thereof in accordance with foregoing clauses (a) or (b).

**Section 6.05 Judicial Remedy:** An Eligible Person who is made party to a proceeding may apply for indemnification of advancement of expenses to the court conducting the proceeding or to another court of competent jurisdiction.

**Section 6.06 Other Rights:** The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled in addition to the indemnification provided hereunder.



**Section 6.07 Insurance:** The Board may authorize the purchase and maintenance of insurance on behalf of any Eligible Person against any liability asserted against or incurred by them which arises out of such person's status in such capacity or out of acts taken in such capacity, whether or not the organization would have the power to indemnify the person against that liability under law.

## **ARTICLE 7 – FINANCIAL ADMINISTRATION**

**Section 7.01 Checks, Drafts, and Contracts:** The Board shall adopt policies for the financial management of the Corporation.

**Section 7.02 Annual Financial Statements:** Complete financial statements shall be presented to and reviewed by the Board monthly and after the close of each fiscal year.

**Section 7.03 Financial Records:** The Corporation shall maintain appropriate accounting records.

## **ARTICLE 8 – CONFLICTS OF INTEREST**

**Section 8.01 Conflicting Transactions:** A contract or transaction between the Corporation and one or more of its Directors, officers, or any entity in which its Directors or officers act as directors or officers or have a financial interest, is not void or voidable solely for that reason, or solely because the Director or officer is present at or participates in the Board meeting that authorizes such contract or transaction or solely because his or her or their votes are counted for that purpose, if:

- a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; or
- b) The contract or transaction is fair as to the Corporation as of the time the Board authorizes, approves, or ratifies the transaction.

**Section 8.02 Quorum Matters:** Interested Directors or Directors holding a similar position in the other entity involved in a contract or transaction specified in Section 8.01 may be counted in determining the presence of a quorum at a meeting of the Board that authorizes the contract or transaction. The Board may authorize a contract or transaction described in this Article 8 by written consent as described in Section 3.13.

**Section 8.03 Additional Policy:** The Board shall maintain a conflict of interest policy to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one or more of its officers or Directors, or might result in a possible excess benefit transaction. This policy will supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit Corporations. This policy will be published on the organization website.

## **ARTICLE 9 – ADMINISTRATIVE MATTERS**

**Section 9.01 Loans:** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**Section 9.02 Loans or Extensions of Credit to Officers and Directors:** Notwithstanding anything to the contrary in these Bylaws, no loans shall be made and no credit shall be extended by the Corporation to its officers or Directors.

**Section 9.03 Checks, Drafts, Etc.:** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

**Section 9.04 Recordkeeping:** The Secretary or their designee shall keep or cause to be kept copies of appropriate records of the Corporation, which records may be kept in digital format in an organization-controlled storage, not to include private computers or systems. Such records shall include:

- a) Minutes of all meetings of the Board;
- b) A record of all actions taken by Board by unanimous written consent;
- c) A record of all actions taken on behalf of the Corporation by a committee of the Board;
- d) Its current Articles, including all amendments thereto currently in effect;
- e) These Bylaws, including all amendments hereto currently in effect;
- f) A list of the names and business addresses of its current Directors and officers; and
- g) Its most recent annual report delivered to the Secretary of State of the State of Washington under the Act.

**Section 9.05 Inspection:** A Director may inspect and copy the books, records and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the Director's duties as a Director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation or law other than the Act. A court of competent jurisdiction may order inspection and copying of the books, records, and documents at the Corporation's expense, upon application of a Director who has been refused the inspection rights set out in subsection (1) of this section, unless the Corporation establishes that the Director is not entitled to those inspection rights.

**Section 9.06 Public Disclosure:** After receiving IRS recognition of its 501(c)(3) status, the organization shall keep available for public inspection at its principal place of business and any branch office, copies of the Form 1023 (exemption application) as filed and any Form 990 (information tax return) filed within the past three years.

a) Names and identifying information of contributors shall be redacted from publicly available copies.

b) In addition, as required by the tax code and regulations, the organization shall either (i) make the above mentioned materials widely available to the public, such as by posting on the Internet, or (ii) provide copies of the materials to any member of the public making a request in person during normal business hours or in writing. The organization may charge a reasonable fee for hardcopies.

c) This public disclosure obligation shall be no broader than required by law and shall not apply, for example, if the organization is the target of a campaign of harassment.

## **ARTICLE 10 – AMENDMENT OF BYLAWS**

**Section 10.01 Amendments:** These Bylaws may be amended by a majority vote of the entire Board.