

Bylaws of Public Voice Foundation, a not-for-profit corporation

Updated January 15, 2012

Article One – Organization

The name of the organizations shall be **Public Voice Foundation** hereafter referred to as the “Foundation.”

- a) The Foundation is published and will operate on the Internet under the www-public-voice.org URL and a physical headquarters in Hansville, WA, USA.
 - a. The Washington State headquarters of the Foundation will coordinate and integrate inter-State and International Forums affairs and operations via its Board of Governors.
 - b. The Foundation will enlist popular membership demographically organized by Nation and by State or Province Forums, and by County or Regional Groups.
 - c. The National and State Forums shall operate as an Advisory Committee reporting to the Board of Directors.
 - i. Outside the Washington State, a State or Province Forum is defined as an incorporated nonprofit organization in full compliance with these bylaws and its incorporation’s State laws.
 - ii. Each such Forum organized within a specific State or Province shall be administrated by an Advisory Committee in accordance with that State or Province charter and shall constitute of at least one representative from each active County or Region Group within the State or Province.
 - iii. Such Forums charter must be approved by the Board of Governors or its designee.
 - iv. Each Forum’s Advisory Committee will be entitled to appoint one of its members as its representative to the Foundation Board of Governors.
 - v. Each such Forum shall be named Public Voice of STATE or PROVINCE.
 - d. The Foundation headquarters will also operate the Public Voice of Washington State Forum, a public assembly of the members within the State of Washington.
 - e. The Foundation headquarters will also operate the Public Voice of the United States Forum, a public assembly of the chapters or State Forums within the United States.

Article Two – Purpose

The Foundation is organized and will be operated exclusively as a Civic League within the meaning of 501(c)(4) of the USA Internal Revenue Code. (All references to sections in these Articles refer to the Internal Revenue Code of 1986 as amended or to comparable sections of subsequent internal revenue laws.)

- a) Specifically, the Foundation mission is to enable a robust online direct participation of the people (referred herein as member) in their government via a system of Initiatives, Petitions, or Amendment in accordance with legal provision for such actions. The Foundation is a *civic organization* providing a non-partisan online media where any member can create events, vote, or post proposals to *further the common*

good and general welfare of the community as well as assure the people's rights to personal freedom and free speech.

- b) The Foundation will not seek to persuade or lobby with elected officials to implement a voted proposal. Instead, the Foundation will follow protocol to have the proposal incorporated in official ballots as an appropriate initiative, petition, amendment, or other legal methods available to the public direct interaction with their government.
- c) In pursuance of these purposes, the Foundation shall have the powers to carry on any business or other activity which may be lawfully conducted by a corporation organized under the Washington State Nonstock Corporations Act, whether or not related to the foregoing purposes, and to do all things necessary, proper and consistent to maintaining tax exempt status under section 501(c)(4) of the USA IRS.

Article Three – Board of Governors

The governing body of the Foundation consists of a Board of Governors and composed of at least seven members, each one of whom shall serve without compensation for services as such.

- a) The Board of Governors purpose is to elect the Foundation's Board of Directors and set up inter-State and International protocol or representation as required.
 - a. With a minimum of 75% vote of the entire body of Governors, they may amend, change, or add to these Bylaws what is deemed to be in the best interest of the Foundation Mission and being in compliance with State and Federal Laws while retaining the Civic League status within the meaning of 501(c)(4) of the Internal Revenue Code.
- b) The Board of Governors shall convene an online voting dateline to be the first Monday of February every five years starting with February of 2013 to vote for the selection of the Board of Directors seat which are vacant.
 - a. The voting ballots and appointments will be published on the website and available at least 30 days prior to the scheduled voting dateline.
 - i. No proxy or other representation for vote is allowed.
 - ii. Since the voting is online, and allowed to be posted at any time prior to the dateline, an absentee vote is to be read as an endorsement of the Board of Directors recommendation (intending to mean no change.)
- c) As a norm, the governors shall telecommunicate for voting and conferences as provided in the Foundation's website. Conventions or other meeting methods they may decide to carry on will be at their own cost and expenses.
- d) The number of governors will increase as the number of interacting State or Province Forums are incorporated. The Advisory Committee of each such Forum shall appoint one representative to the Board of Governors.
- e) Acting upon a recommendation by the Board of Directors, the Board of Governors has the power to authorize the relocation the Foundation headquarters.
- f) The term of service for governors shall be five years. If a position becomes vacant for any reason, a substitute member will be appointed by the entity which lost the representation.
- g) During the initial operation of the Foundation, the Board of Directors will serve as interim Board of Governors until a minimum of ten governors are appointed by the Forums.
- h) The board of directors may call for the Board of Governor's special elections as deemed necessary. At least 75% of the directors' members must endorse the publication of such special election.

- i) The Board of Governors may vote for the addition of members in the Board of Directors upon a recommendation of the Curator or the Chairman of the Board and sanctioned by the Board of Directors.

Article four – Board of Directors

Appointed by the Board of Governors, the powers of direction and selection of the administrative body of the Foundation consists of a Board of Directors and initially composed of seven members, each one of whom shall serve without compensation for services as such. The Board of Directors shall:

- a) Select a chairman of the board who shall not vote on any one Board measure but have the right to veto or submit proposals. At least two-thirds majority of the Board of Directors can override the chairman's veto.
- b) The Board of Director shall hire executives or officers, who will carry on the operations of the Foundation, periodically report the status of the Foundation, and provide the services necessary for the proper function of the Board. Specifically, the Board of Directors shall:
 - a. Appoint a Curator who will administrate, manage, and assure the proper operation of the Foundation in accordance with this Bylaws, Board of Director directives, and policies set by the Board of Governors.
 - b. Select a Treasurer who will ensure the proper financial accountability of revenues and expenditures.
 - c. Select a Counselor who will ensure the proper compliance with legal and avoidance of possible liabilities to the Foundation, including the recording of board activities and issue of subsequent directives.
 - i. The Counselor may hire, if budget has been approved for, or accept a volunteer Secretary to aid in the recording and disposition of action items.
- c) The Board shall approve budgets and review reports and such as necessary to assure the normal, legal operation and the attainment of the Foundation Mission and continuity, including scheduling reviews of the executive activities.
 - a. Approve executive or officers salaries and fringe benefits.
- d) A director term of service shall be no more than Six years. Only by a majority of 60% voting by the Board of Governors will warrant a second term for any one candidate.
 - a. Election to replace a Director may be called by the Board of Governors at any time and any reason if at least 25% of the Governors concur with an online petition calling for such election.
 - b. Once voted for the position, a Director cannot be voted out unless there is proof of wrong doing in terms of non-compliance with these bylaws.
 - i. In addition, a Director will be considered inactive, and his or her seat available for substitution if the Director is condemned for crime in any court of law in according with a criminal justice system.
- e) The Board of Directors may appoint two Governors in addition to the governors appointed by the Advisory Committees, as long as the candidates prime residence are from different States or Provinces as defined in Article One.
 - a. This appointment must be endorsed by the Chairman of the Board and the majority of the directors.

Article five – Membership

Free membership builds the body of users and contributors of the Foundation, including officers and employees. The Foundation is an institution managed and operated by the members. The members may contribute in kind and money, vote on posted proposals, or propose changes and projects. The following designates the qualifications and rights of members, including voting rights.

- a) Anyone individual of age 16 or older shall be allowed to enlist as a member and be automatically listed under the demographic location of the member home address.
 - a. In addition to a Forum's jurisdiction, the member will also participate in his Local Assembly or Group.
 - i. A Local Assembly is a group of members whose residence is within a city or an identifiable metropolitan area, such as a County in the USA.
 - ii. The volunteers of the Local Assembly group managed its operations as a direct democracy, possibly posting events or proposals, sometimes pertinent solely to their immediate community.
- b) Any member 18 and older can vote or post proposed action in accordance with the Foundation website Terms and Conditions included here by inference.
 - a. This includes the privilege of identifying improper postings.
 - b. Voting shall be also demographically catalogued in order to accommodate each State or Province legal requirements.
- c) Founder and co-founder of State or Provincial Forums are automatically enlisted as volunteer member qualifying as the Advisory Committee for their first term.
 - a. There after they will be elected by the Forum's members, in a similar manner and regulations pertinent to the Foundation Board of Directors.
 - b. They will select one representative to serve in the Foundation's Board of Governors.
- d) A member posting a proposed action takes ownership of such activity, referred to as a moderator with necessary authority to enforce the Terms and Condition of the website.
 - a. Each County or Region shall be activated by at least one member who must be approved by the applicable State or Province Forum. Such person shall be designated an Agent with monitoring authority to enforce the Terms and Conditions of the website.
- e) No legitimate member can ever be stripped of his or her voting rights on any posting. However, members deemed in non-compliance with the website Terms and Conditions may be automatically prohibited (blacklisted) to post or submit deletion of postings.
 - a. There will be a procedure allowing black-listed members to appeal after a certain time has elapsed, as determined by the Advisory Committee of the applicable State or Province.
- f) Members younger than 18 years old can participate in events and perform voluntary work supporting the cause of their choice. They may also post a proposal even though they are not allowed to vote for it. The posting will remain active as long as at least two votes are casted favoring the proposal within 10 days from posting. See Terms and Conditions for posting process and control.

Article Six – Revenue, expenditure, and assets

The Foundation shall maintain public its financial position and transactions in accordance with proper corporate accounting practices including statements of liabilities and assets as well revenue

and expenditures. Such financial matters shall be audited as the Board of Governors deems necessary, but not more than once in every year.

- a) No part of the net earnings of the Foundation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation.
- b) Compensation of executives and employees for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this Foundation shall be limited to reasonable amounts as related to professional personnel in equivalent positions in the privately owned industry at large.
- c) No substantial amount of the activities of the Foundation shall be used to carry on incidental or inadvertent propaganda or otherwise attempting to influence legislators or allocate any funds for this purpose.
 - a. This Foundation shall not intervene in any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distributing of statements).
- d) Notwithstanding any other provision of these Articles or of any Bylaws adopted hereunder, this Foundation and its subsidiaries shall not undertake any unlawful action or measure as applicable by Federal or Local legislation and the universal individual legal rights.
- e) In the event that this Foundation must be dissolved, its assets shall be disposed of exclusively for the purposes of the Foundation or distributed to such organizations organized and operated exclusively for charitable or civic purposes which shall, at the time, qualify as exempt organizations under the USA IRS section 501(c)(3) or 501(c)(4).

Article Seven – Liability and Indemnification

All debts, obligations and liabilities of the Foundation, whether arising in contract, tort or otherwise, shall be solely the debt, obligation or liability of the Foundation, and no Member, Director, Officer, or Governor of the Foundation shall be obligated personally for any such debt, obligation or liability of the Foundation solely by reason of being a Member, Officer, Director, or Governor.

- a) This section does not prevent a Foundation Member, Director, or Officer, should he or she so choose, from separately agreeing to guaranty or otherwise become liable for a debt which is also one of the Foundation. The Foundation will pay on behalf of the Member, Director, or Officer, and his or her executors, administrators or assigns, any amount which he or she is or becomes legally obligated to pay because of any claim or claims made against him or her because of any act or omission or neglect or breach of duty, including any actual or alleged error or misstatement or misleading statement, which he or she commits or suffers while acting in his or her capacity as a Member, Officer, Director, or Governor of the Foundation and solely because of his or her being a Member, Officer, Director, or Governor.
- b) The payments which the Foundation will be obligated to make hereunder shall include, inter alia, damages, judgments, settlements and costs, cost of investigation (excluding salaries of officers or employees of the Foundation) and costs of defense of legal actions, claims or proceedings and appeals therefrom, and costs of attachment or similar bonds; provided however, that the Foundation shall not be obligated to pay fines or other obligations or fees imposed by law or otherwise which it is prohibited by applicable law from paying as indemnity or for any other reason.