

**BYLAWS  
OF  
THE SOCIAL JUSTICE & ENGINEERING + INITIATIVE**

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**DRAFT ONLY / NOT A FINAL**

**ARTICLE I**

## OFFICES

### Section 1.1 Business Offices.

The principal office of the corporation shall be located in the city of Phoenix and the County of Maricopa. The corporation may have other offices either within or outside Arizona, as designated by the Board of Directors or as the affairs of the corporation may require from time to time.

### Section 1.2 Registered Office.

If a registered office of the corporation is required to be maintained in Arizona, it may be, but need not be, the same as the principal office, if in Arizona, and the address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE II PURPOSES

### Section 2.1 Purposes.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Commented [RWB1]: Section 2.1 Purposes: Approved 3-0-16\* of September, 2018 via #Slack.

### Section 2.2 Specific Objectives and Purposes.

The specific objectives and purposes of this corporation shall be: (this can be a bulleted list of organizational objectives or paragraph narrative. If you desire, the organization's mission statement can also be included in this section. Section 2.2 may also simply be the organizational Mission.)

## ARTICLE III BOARD OF DIRECTORS

### Section 3.1 General Powers.

The Board is responsible for overall policy and direction of the Council and (if applicable) delegates responsibility for day-to-day operations to **THE SOCIAL JUSTICE & ENGINEERING + INITIATIVE**'s executive director, staff and board committees as assigned. All corporate powers shall be exercised by or under the direction of the Board of Directors.

Commented [RWB2]: Section 3.1 Purposes: Approved 3-0. 26<sup>th</sup> of September 2018 at the September Monthly Board Meeting.

### Section 3.2 Number, Election, and Qualifications.

The number of Directors of the Corporation shall be fixed by the Board of Directors to three (3), but in no event shall be less than three (3) and no more than nine (9). Any action of the Board of Directors to increase or decrease the number of Directors, whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these bylaws effecting such increase or decrease. Directors shall be elected or re-elected by the existing Board of Directors at each annual meeting of the board, and each director shall hold office until the next annual meeting.

Commented [RWB3]: Section 3.2 Number, Election, and Qualifications: Approved 3-0. 26<sup>th</sup> of September 2018 at the September Monthly Board Meeting.

### Section 3.3 Tenure.

Directors are elected for three (3) years. Term cycles are staggered so that approximately one-third of the directors' terms expire two (2) years after commensuration. Initially, one-third of the board members will be asked to serve shortened terms to provide opportunity for rotation. Directors are limited to four (4) consecutive three-year terms. The Board may extend such limits for two (2) years. Former directors may be nominated and re-elected after one year's absence.

Commented [RWB4]: Section 3.3 Tenure: Approved 3-0. 30<sup>th</sup> of September 2018 via #Slack.

### Section 3.4 **Duties.**

Commented [RWB5]: Section 3.4 Duties: Approved 3-0. 17<sup>th</sup> of October 2018 via #Slack and The October Board Meeting.

Directors must be participating members. Board Members are expected to attend the annual meeting and at least eight<sup>1</sup> board meetings per year, to serve on at least one standing committee and to attend committee meetings. After two consecutive absences, the Board Chair or a member of the Executive Committee<sup>2</sup> will contact the board member in question to confirm his or her interest in remaining on the board. After three consecutive absences, unless proven otherwise, it will be assumed that said board member desires to resign.

### Section 3.5 **Vacancies.**

Commented [RWB6]: Section 3.5 Vacancies Approved 3-0. 17<sup>th</sup> of October 2018 via #Slack and The October Board Meeting.

Any director may resign at any time by giving written notice to the chair of **THE SOCIAL JUSTICE & ENGINEERING + INITIATIVE**. Such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. A director elected to fill a vacancy shall be elected for the un-expired term of his predecessor in office.

### Section 3.6 Annual and Regular **Meetings.**

Commented [RWB7]: Section 3.6 Annual and Regular Meetings: Approved 3-0. 17<sup>th</sup> of October 2018 via #Slack and The October Board Meeting.

Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place. Regular Meetings. Regular meetings of the Board shall be held at places and times determined by resolution of the Board and noted in the minutes.

### Section 3.7 Special **Meetings.**

Commented [RWB8]: Section 3.7 Special Meetings: Approved 3-0. 17<sup>th</sup> of October 2018 via #Slack and The October Board Meeting.

Special meetings of the Board of Directors may be called by or at the request of the Chair or any two Directors. The person or persons authorized to call

<sup>1</sup> The amount of allowed absences needs to be voted on. Eight is a suggestion.

<sup>2</sup> This committee needs to be created by a motion and a vote. To be added to the agenda for October 2018.

special meetings of the Board of Directors will provide proper notice and may fix any place, date and time for holding any special meeting of the Board called by them.

### Section 3.8 **Notice.**

Commented [RB9]: Section 3.8 Notice: Approved 3-0. 12<sup>th</sup> of November 2018 via #Slack.

Notice of each meeting of the Board of Directors stating the place, day and hour of the meeting shall be given to each director at their business or home address at least five days prior thereto by mailing a written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery of written notice or by telephone notice or by email (and the method of notice need not be the same to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with prepaid postage. If emailed, such notice shall be deemed to be given when the email is sent. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.<sup>3</sup>

### Section 3.9 **Quorum and Voting.**

Commented [RB10]: Section 3.9 Quorum and Voting: Approved 3-0. 12<sup>th</sup> of November 2018 via #Slack.

A majority of the number of Directors fixed by section 2 of this Article III shall constitute a quorum, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice than an announcement at the meeting, until a quorum shall be present. No director may vote or act by proxy at any meeting of Directors.

### Section 3.10 **Meetings by Telephone.**

Commented [RB11]: Section 3.10 Meetings by Telephone: Approved 3-0. 12<sup>th</sup> of November 2018 via #Slack.

<sup>3</sup> This clause is being debated via Slack. Motion to extend review period and vote deadline has been submitted via Slack. 01.11.2018. By RBentz. Exec. Chair. Clause approved as written 12 Nov 18. By RBentz. Exec. Chair.

Members of the Board of Directors or any other committee thereof may participate in a meeting of the board or committee by means of Skype, conference telephone or similar communications equipment. Such participation shall constitute presence in person at the meeting.

**Section 3.11 Action Without a Meeting.**

Any action that may be taken by the Board of Directors at a meeting may take place without a meeting if consent in writing, setting forth the action to be taken, shall be signed before such action by a two-thirds majority of the board. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Directors or committee members.<sup>4</sup>

Commented [RB12]: Section 3.11 Action Without a Meeting: Approved 3-0. 12<sup>th</sup> of November 2018 via #Slack.

**Section 3.12 Presumption of Assent.**

A director of **THE SOCIAL JUSTICE & ENGINEERING INITIATIVE CORPORATION** who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting, or unless they file their written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Commented [RB13]: Section 3.12 Presumption of Assent: Approved 3-0. 12<sup>th</sup> of November 2018 via #Slack.

**Section 3.13 Compensation.**

Directors shall not receive compensation for their services as such, although the reasonable expenses of attendance at board meetings may be paid or reimbursed by the corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of **THE**

Commented [RB14]: Section 3.13 Compensation: Approved 3-0. 12<sup>th</sup> of November 2018 via #Slack.

<sup>4</sup> Since we act in Slack, I believe it necessary to create a document authorizing its use going forward so as to follow the rules. As the Chair, I will draft this document and disseminate it to the members of the Board for approval.



**SOCIAL JUSTICE & ENGINEERING INITIATIVE CORPORATION**  
in any other capacity, provided that other members of the board are aware of  
the agreement between the board member or company of the board member  
and **THE SOCIAL JUSTICE & ENGINEERING INITIATIVE**  
**CORPORATION.**

**Section 3.14 Executive and Other Committees.**

By one or more resolutions, the Board of Directors may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board of Directors, except as prohibited by statute. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the board from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the board shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.

Commented [RB15]: Section 3.14 Executive and Other Committees: Approved 3-0. 12<sup>th</sup> of November 2018 via #Slack.