

BYLAWS
of
TodoSomos

November 4th, 2019

Article I. Name

The name of the Corporation is *TodoSomos*, hereinafter the “Corporation”.

Article II. Principal Office

The registered office for the transaction of the business of this Corporation will be located in the state of Oregon, in the United States. The Board of Directors may, at any time, change the location of the registered office in Oregon. This Corporation may also have offices at more than one place in Oregon, within the United States and abroad.

Article III. Purpose

This Corporation will be organized and operate exclusively for charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation will be to engage in any legal activity (neither with a lucrative purpose) where the corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This Corporation will maintain as it’s main purposes: to increase public awareness to the story and struggle of the refugees and migrants through documentation and sharing of first-person testimony. We additionally recognize the value of the process itself, for refugees to see beyond the written part and benefit from the opportunity to reflect on the journey, the reasons for their departure, experiences on the way, and to give clarity to their hopes and plans for the future.

Article IV. Methodology

The Board of Directors will review and update on an annual basis a document that establishes our methodology related to the collection, review, dissemination and archive of testimonials. It will also describe access to the archive provided to academic institutions and the press.

Article V. Members

Section 1. Classes of Membership. This Corporation will have two types of membership: Nonprofit Organization Members “Members” and Affiliate Members “Affiliates”.

a. Members.

People that have volunteered 80 hours of service in the collection, translation or publication of testimonials may submit a request to the membership committee for consideration to become a member. Membership may also be transmitted by the Board of Directors to individuals with special skills or experience. Members will pay annual dues in accordance with the policies and rates that the Board of Directors establishes from time to time.

Section 2. Voting Rights

a. Members. Each member will be entitled to cast one (1) vote in favor or against the list of Directors presented at the Corporation's Annual Meeting. Members would not have other voting rights. There would not be a divided or cumulative voting.

b. Affiliates. Affiliates would not have voting rights, except when an Affiliate member is serving in the official capacity as a duly elected/appointed member of the board of directors of the Corporation. Voting rights will remain untouched throughout the duration of their service.

Section 3. Termination of Membership.

a. Nonpayment of Dues. The membership of any Member or Affiliate will terminate if the member doesn't pay the annual dues to this Corporation within ninety (90) days from the initial due date.

b. Termination by the Corporation. The Board of Directors, upon the affirmative vote of two-thirds (2/3) of all directors in office at that time, may terminate the membership of a Member or an Affiliate with or without cause. The Board will notify the member by certified mail, within at least fifteen (15) days in advance the termination and with the reasons for the termination. The Board will give the member an opportunity to be heard, orally or in writing, at least fifteen (15) days before the effective date of the termination. The decision of the Board will be final and will not be reviewable by any court.

Except as otherwise required by law or these bylaws, any rights or benefits of a Member and any other rights conferred upon a Member will cease immediately upon termination of his membership in this Corporation.

Section 4. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

Section 5. Meetings of the Membership.

a. Annual Meeting. The Annual Meeting of this Corporation will be held by the time, place and manner determined by the Board of Directors.

b. Special Meetings. Special meetings will be held at the call of the Board of Directors or by a call of at least ten (10) percent of the Members of this Corporation by a demand signed, dated, and delivered to this Corporation's Secretary. Such demand by the members will describe the purpose of the meeting.

c. Notice of Meetings. All the meetings of the Members will be notified to all of the members in the last address of record by first class mail at least seven (7) days before the meeting, or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice will include the date, time, place, and purposes of the meeting.

d. Quorum and Voting. For the election of Directors, members who are present or participate in any other way in any membership meeting or membership vote, including by proxy or by casting a written ballot will constitute a quorum for the election of Directors. A majority vote of the Members represented and voting is the act of the members, unless these Bylaws or the law provide differently.

e. Proxies. At the Annual Meeting or in an Special Meeting a Member entitled to vote may do so by proxy executed in writing and filed with the Secretary for that meeting. A proxy is valid for eleven (11) months and may be revoked.

f. Written Ballots. Any action that may be taken at an annual or special meeting of members may be taken without a meeting if this Corporation delivers a written ballot to every member entitled to vote on the matter. Members who are present or participate in a different way in any membership meeting or membership vote, including by proxy or by casting a written ballot will constitute a quorum for the action.

Article VI. Board of Directors

Section 1. General Powers. The business and affairs of this Corporation will be governed by its Board of Directors.

Section 2. Number and Classes. The number of directors of this Corporation will consist of no less than five (5) and no more than eleven (11) directors. The Board will have two types of directors: (1) directors that are representatives of Members and (2) At-Large directors. A majority of directors will be the representatives of the Members.

Section 3. Qualification. The membership on the Board of Directors will be open to all the people with the commitment to promote the interests of the mission of TodoSomos and will not be restricted because of race, color, religion, age, national origin, gender, disability, sexual orientation or other legally protected class. The Board Development & Nominating Committee will strive to select a list of candidates that is widely representative of the affected populations, in addition to the people that participate in the collection, documentation, dissemination and promotion of testimonies.

Section 4. Nomination and Election. The Board of Development and Nominating Committee will be responsible for identifying prospective candidates for election to the Board of Directors and will request the nominations of the Members, Affiliates and the general public interested in the work of the corporation. No later than ten (10) days before the vote for the slate of Directors is submitted to the Members, the Board Development and Nominating Committee will present to the Board of Directors for review a slate of candidates composed of representatives of Members and At-Large candidates. Once reviewed by the Board, a list of candidates on the slate and relevant biographical information about each

candidate shall be sent to the Members along with the notice of the date and time the balloting opens and closes. The period for voting shall stay open for a minimum of thirty (30) days.

Section 5. Terms. The term of office of each director of the corporation elected at the time of election will be of three years. Directors may be elected to successive terms of office. A director may serve on the Board two consecutive terms equal to six (6) years in total. After a hiatus of one year, former board members will be eligible to run as a new candidate with two consecutive terms possible. The newly elected member begins service to the Board at the beginning of the new calendar year.

Section 6. Removal. Any director may be removed, with or without cause, by a vote of two-thirds of the directors then in office.

Section 7. Vacancies. Vacancies on the Board of Directors will be filled by the affirmative vote of the majority of the directors that perform in the office at a regular or special meeting called for that purpose. The Board Development and Nominating Committee shall nominate the candidate for a vacant position. A successor director will serve for the unexpired term of the predecessor and, at the conclusion of the unexpired term, he will be eligible for a three year term as recommended by the Board Development and Nominating Committee.

Section 8. Quorum and Action. In any meeting of the Board of Directors the majority of the directors in office will make up a quorum. If a quorum is present, action is taken by the majority of vote from the directors present, except as otherwise provided by these bylaws. Where the law or these bylaws requires a majority of vote from the directors in office, such action is taken by that majority as required.

Section 9. Proxies. There will be no voting by proxy.

Section 10. Regular Meetings. Regular meetings of the Board of Directors will be held in the date, time and place, determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 11. Special Meetings. Special meetings of the Board may be called by the President of the Board, by any two members of the Executive Committee, or by written notice filed with the Secretary of the Board by one-third (1/3) of the directors then in office. The notification of special meetings of the

Board of Directors will be delivered to each director personally by telephone, mail or electronic mail with not less than three (3) business days prior to the special meeting.

Section 12. Alternative Meeting Venue. Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all Board members can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. All participating directors will be informed that a meeting is taking place in which official business may be transacted.

Section 13. No Salary. Directors will not receive salaries for their board services but may be reimbursed for authorized expenses related to Board service.

Section 14. Action by Consent. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting with the written consent, setting forth the action to be taken, will be signed by all the directors.

Article VII: Committees

Section 1. Standing Committees. There will be three standing committees of the Board of Directors: Executive, Board Development and Nominating, Finance and Audit. Standing committees will be chaired by a director and will have at least one additional director as a member.

a. **Executive Committee.** The members of the Executive Committee will be: the President, the Vice-President, the Secretary, the Treasurer, the Past President, and the chairs of the standing committees. The Executive Committee will have the competence to exercise all of the powers of the Board between Board meetings, except those powers specified in Section 7 below; it will cause strategic, long-range planning to be done; will act as a Personnel Committee and Executive Compensation Committee as needed; will insure all board and staff adhere to a board approved code of conduct, and will perform other duties as the Board of Directors may prescribe from time to time. Action may be taken by an affirmative vote of a majority of Committee members, if there is quorum. Executive Committee actions will be reported in full to the Board of Directors at its next regular meeting.

b. **Board Development and Nominating Committee.** The Board Development and Nominating Committee will nominate new directors to the Board, will nominate existing directors for successive

terms, will nominate officers of the Board, will annually assess Board performance and satisfaction, will recommend action to address problems identified in the assessment, will periodically review these bylaws and recommend amendments as needed, will ensure that future leadership of the Board is identified and cultivated, and will perform other duties as the Board of Directors may prescribe from time to time.

c. **Finance and Audit Committee.** The Finance and Audit Committee will recommend the annual budget to the Board of Directors for its approval, will regularly review and assess this Corporation's financial status and will report the Corporation's finances at all regular meetings of the Board and at other times as requested, will recommend financial policies to the Board of Directors, will review annually this Corporation's IRS Form 990 and recommend its acceptance by the Board and at other times as requested, will recommend financial policies to the Board of Directors, will hire and oversee the auditor who performs the annual audit, will advise the Board on the audit findings and recommendations, will recommend acceptance of the audit by the Board, and will perform other duties as the Board of Directors may prescribe from time to time. The Treasurer will chair the Finance and Audit Committee.

Section 2. Other Committees. The Board may designate additional permanent or temporary committees and may reverse such committees with powers and responsibilities they consider appropriate. All committees will report periodically to the Board of Directors.

Section 3. Committee Chairs. With the exception of the Finance Committee, the President, in consultation with the Executive Director, will appoint the chair of each committee.

Section 4. Committee Members. In consultation with the committee chair and the Executive Director, except for the Executive Committee, the President will appoint the Board members of each committee. With the exception of the Executive Committee, committee chairs may hire non-Board members to their committees subject to the approval of the President.

Section 5. Terms. The term of a committee chair and committee members will be of one year. Chairs and members may be appointed to successive terms.

Section 6. Quorum and Action. A quorum at a meeting of a permanent committee will be the majority of all committee members in office immediately before the meeting begins. If the quorum is present, action is taken by a majority vote of directors present.

Section 7. Limitations on the Powers of Committees. No committee: can authorize the payment of a dividend or any part of the income or profit of this Corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

Article VIII. Officers

Section 1. Titles. The officers of this Corporation will be conformed by: a President, a Vice President, a Treasurer, a Secretary, and other officers that the Board may appoint.

Section 2. Nomination and Election. All officers of the corporation will be selected from the Board of Directors and must be members of the Board of Directors. Officers will be nominated by the Board Development and Nominating Committee and will be elected or re-elected at the first Board meeting following the Annual Meeting by a majority vote of the quorum of the Board. Nominees for the office of President will be drawn from Directors serving on the Executive Committee except the Past President.

Section 3. Terms. Officers will serve for a term of one year or until their successors are properly elected unless no other officer will be elected to the same office for more than two consecutive terms. Terms of office begin immediately upon election.

Section 4. Vacancy. A vacancy in any office will be filled by the Board of Directors not later than the first regular meeting of the Board of Directors following the meeting at which the vacancy was reported. The Board Development and Nominating Committee will nominate the candidate for the vacancy.

Section 5. Other Officers. The Board of Directors may elect or appoint other officers and agents they consider necessary or desirable. They will hold their offices for such terms and will have the authority and perform the duties as will be determined by the Board of Directors.

Section 6. Removal. Any person elected or appointed by the Board may be removed from office by the vote of a majority of the Board members then serving on the Board. Removal as an officer will not necessarily mean removal as a Board member.

Section 7. President. The President of the Board of Directors will oversee the governance of the corporation; will preside at all meetings of the Board of Directors and Executive Committee; will appoint the chair of each committee except the Finance Committee and will appoint each Board member to a committee; will approve the appointment of any non-Board member to a committee; will coordinate the Board's employment, supervision, evaluation, and termination of the Executive Director; will recommend to the full Board for final approval the annual compensation of the Executive Director; will counsel and advise the Executive Director; and will see that all orders and resolutions of the Board of Directors are accomplished. The President will have other powers and duties that may be prescribed from time to time by the Board of Directors. The President is an ex-officio member of all committees.

Section 8. Vice- President. In the absence of the President or in the event of her/his inability or refusal to act, the Vice-President will perform the duties of the President, and in that situation he will have all the powers of the President. The Vice-President will perform other duties that from time to time may be assigned by the President or by the Board of Directors.

Section 9. Secretary. The Secretary of the Board of Directors will have the responsibility for the record of the Board. Under the direction and supervision of the President of the Board of Directors, the Secretary will perform, or will help the following duties to be performed: (a) official recording of the minutes of all proceedings of regular and special meetings of the Members of this Corporation; (b) official recording of the minutes of all proceedings of the Board of Directors meetings and actions; (c) official recording of the minutes of all proceedings of the Executive Committee meetings and actions; (d) provision for notice of all regular and special meetings of Members of this Corporation and of regular and special meetings of the Board of Directors; (e) review revisions to the Articles of Incorporation as needed; (f) record and vote proxies from Members filed in advance of the Annual Meeting; (g) preside at meetings of the Board of Directors in the absence of the President and Vice-President; (h) retain all records relating to the hiring and performance review and termination of the Executive Director; (i) retain the Board Policy Manual and ensure that it is up to date; and (j) any other duties as may be prescribed by the Board of Directors.

Section 10. Treasurer. The Treasurer of the Board of Directors will have all the responsibility for all corporate funds. The Treasurer will perform, or will help the following duties to be performed: (a) maintain the accounts in the financial records of the corporation in a complete and accurate way; (b) the deposit of all the money and other valuable effects in the name and to the credit of the corporation in the

depositories that may be designated by the Board of Directors; (c) the disbursement of all funds when suitable; (d) making financial reports of the financial condition of the corporation to the Board of Directors; and any other duties that may be prescribed by the Board of Directors.

Section 11. Past President. The Past President will ensure a smooth transition to the new President. They will assist and advise the incoming President with respect to transition of power and generally agreed Board culture and protocols. The Past President is a member of the Executive Committee and will sit on the Finance Committee for one year after serving as the President.

Article IX. Executive Director and Senior Staff

The Executive Director will be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, will be responsible for the general operation of the Corporation. The Executive Director would not be a member of the Board of Directors and would not have a vote. Senior staff, including the executive director may serve for a maximum of six years in a single senior leadership position.

Article X. Non-Discrimination Policy

It will be the operational policy of this Corporation not to discriminate against any person on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry) disability, marital status, sexual orientation, or military status in any of its activities or operations. This policy includes, but does not limit to: hiring, firing, layoffs, promotions, wages, training, disciplinary action or any other terms, privileges, conditions, or benefits or employment. The aforementioned policy will be applied to any services offered by this Corporation as well. The Corporation is committed in providing an inclusive and welcoming environment for all members of its staff, clients, members, volunteers, contractors, and vendors.

Article XII. Corporate Indemnity

This Corporation will indemnify to the fullest extent that is not prohibited by law, any person who is threatened because they are a party of an action, suit, or other proceeding, or because of the fact the person is or was a director or officer of this Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of this Corporation. No amendment to this Article that limits this Corporation's

obligations to indemnify any person would not have any effect on the obligation for any act or omission that occurs prior to the effective date of the amendment or the date of notice of the amendment given to the person. This Corporation will interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

Article XIII. Amendment of Bylaws

These Bylaws may be amended or repealed, and the new Bylaws adopted, by the Board of Directors by an affirmative vote of two-thirds of directors present, if the quorum is present. Prior to the adoption of the amendment, each Director will receive within at least ten days in advance, the notice of the date, time, and place of the meeting in which the proposed amendment will be taken into consideration, and the notice will state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and will contain a copy of the proposed amendment.