

## **Article I. Name of Organization**

The name of this Corporation is Quest of Life Media & Broadcast.

## **Article II. Principal Office**

The registered office for the transaction of the business of this Corporation shall be located in the state of Oregon. The Board of Directors may, at any time, change the location of the registered office within Oregon. This Corporation may also have offices at more than one place in Oregon as the Board of Directors may determine and fix by resolution.

## **Article III. Purpose**

This Corporation shall be organized and operated exclusively for charitable, arts, and to centralize fundraising, networking, marketing, and overall assist in easing barriers to production for LGBT Independent Artists. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation shall be to engage in any lawful activities, none of which is for profit, for which 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).

## **Article IV. Members**

The membership of the corporation shall consist of the members of the Board of Directors.

## **Article V. Board of Directors**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### **Section 2. Number, Tenure, Requirements, and Qualifications**

a The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, the first

Vice-President, second Vice-President, the Secretary, and the Treasurer.

b The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

c Newly elected members of the Board of Directors who have not served before shall serve initial two-year terms. At the conclusion of the initial two-year term, members of the Board of Directors may serve additional three-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

d Each member of the Board of Directors shall attend at least four (4) monthly meetings of the Board per year.

e Each member of the Board of Directors is encouraged to contribute to the organization annually, all or part of which may come from the tax deductible value paid for or solicited by the Board member, and received by the Corporation.

### **Section 3. Regular and Annual Meetings**

An annual meeting of the Board of Directors shall be held at a time and day in the month of September of each calendar year and at a location designated by the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date. Meetings may be held through conference call.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them. Special Meetings may be held through conference call.

### **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or

electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any 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 is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

**Section 6. Quorum**

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

**Section 7. Vacancies**

Whenever any vacancy occurs in the Board of Directors that drop the number below the minimum it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

**Section 8. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

**Section 9. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

**Section 10. Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes

and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

**Section 11. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

**Section 12. Removal**

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters

(3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

**Article VI: Committees**

**Section 1. General Powers**

Board of Directors may designate standing, temporary, advisory, and support committees and may invest such committees with such powers and responsibilities as it sees fit.

**Section 2. Committee Members**

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

**Section 3. Terms**

The term of a committee chair and committee members shall be decided by the Board of Directors when a committee is engaged.

**Section 4. Quorum and Action**

A quorum at a meeting of a standing committee shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present.

of the Board of Directors, the Secretary shall perform, or cause to be performed, the following duties: (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 any Executive Committee meetings and actions; (d) review revisions to the Articles of Incorporation as needed; (e) preside at meetings of the Board of Directors in the absence of the President and Vice-President; (f) retain all records relating to the hiring and performance review and termination of the Executive Director; (g) retain the Board Policy Manual and ensure that it is up to date; and (h) any other duties as may be prescribed by the Board of Directors.

#### **Section 5. Treasurer**

The Treasurer of the Board of Directors shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all the financial records of the corporation; (b) the deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) the disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

### **Article VII. Executive Director**

The Executive Director shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall be responsible for the general operation of the Corporation. The Executive Director may be a member of the Board of Directors and may have a vote.

### **Article VIII. Corporate Indemnity**

This Corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that 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 shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

## **Article X. Amendment of Bylaws**

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

Original Bylaws adopted by the Board: