



BYLAWS OF Our Voice USA

Article 1: Name Of The Organization

Section 1:

The name of this organization shall be: Our Voice USA (alternately referred to as “Our Voice”, “OVUSA”).

ARTICLE 2: CORPORATE PURPOSE

Section 1. Nonprofit Purpose

Our Voice USA will operate with no restrictions or barriers to access, *regardless of political views*, keeping citizens engaged with their civic duties and aware of their inalienable rights as Americans through a unified platform for all voices. Our Voice USA does not promote or endorse candidates. We aim to help fix the process of voting and campaigning without a party bias.

Article 3: Steering Committee

Section 1:

Part 1:

The Our Voice USA Board members shall consist of three (3) leaders, Media Director [Chris Garrou], Admin Director [Cori Chaney], and Technology Director [Corey Henderson], until such time a full complement of leadership roles have been filled for at least one (1) year.

Part 2:

Once the requirements of leadership role recruitment are met and sustained for one (1) year, a vote shall be held every two (2) years to determine the board members and to increase the number of said elected board members, always keeping that amount an ODD number.

Part 3:

There is no limit to the number of terms a board member can serve consecutively or otherwise. If a board member is replaced due to a regular vote, they will simply return to the single-level status of leader in their given position outside of the Board of Directors.

Part 4:

Leaders are nominated to that status by the board of directors. After a full complement of leadership positions have been filled, a one (1) year probationary period will begin before any leader is eligible for becoming a board member.

Part 5:

(A) If a board member chooses to resign - or is removed due to gross violation of bylaws that cannot be reconciled through internal arbitration - The remaining Board Of Directors reserve the right to appoint a replacement from the pool of qualified leaders meeting the minimum requirements.

(B) In the event that such a leader with a tenure of one (1) year or more does not exist or declines the nomination, an acceptable appointee, outside of the leadership, may be selected to hold the vacant Board position until the next regular Board Of Directors election.

Article 4: Meetings

Section 1

Part 1: Regular Meetings

By resolution, the Board may specify the time and place either within or without the state of Maine for holding regular meetings without other notice than such resolution, with the inclusion of any or all Our Voice team leaders.

Part 2: Annual Meeting

The annual meeting, which shall be for the purpose of the election of officers, shall be held at the time of the regular meeting in the Fourth Week In March (Month 3) of each year.

Part 3: Minutes

Minutes of all meetings shall, at a minimum, indicate board members and team leaders present, all items of business, all motions, and the result of all votes taken.

Part 4: Special Meetings

Special Board meetings may be called by or at the request of any of 3 board members. The person or persons authorized to call special meetings may fix any place without the state of Maine as the place for holding any special Board meeting called by them.

Part 5:

Notice of Special Meetings

Written notice stating the location, day, and hour of each special Board meeting shall be delivered by mail, electronic mail or telegraph to each Director at his/her address shown on the records of the organization at least 7 (7) days before the meeting.

Part 6: Quorum

A majority of the total number of Directors shall constitute a quorum for the transaction of business at any Board meeting but, if less than a majority is present at a meeting, for no less than 15 minutes past the start of said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Part 7: Meeting by Conference Telephone or Webcam

Members of the Board and leadership may participate in a meeting by means of conference telephone, webcam, or similar communications equipment provided all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.

Part 8. Vote by Proxy

(a) The board can take action by unanimous written consent without a meeting.

(b) This allows the board to take a designated action following the signature and approval of all members of the board.

(c) In lieu of an excused absence, a vote by a member may be entered via email

(d) If the vote is to be taken via email, or by any other form without an actual meeting, the action cannot be taken unless the vote is unanimous.

Article 5 Board of Directors

Section 1.

Part 1: General Powers

(a) The affairs of the Our Voice USA 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 organization. Directors need not be residents of the state of Maine.

(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.

(c) All members of the Board of Directors must be approved by a majority vote of the board 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 Article 4, section 1, part 6.

(d) Each member of the Board of Directors, in order to remain in good standing in their position, shall attend at least eighty percent (80%) of the weekly Leadership Team Meetings per year/ (42/52).

(e) Whenever any vacancy occurs in the Board of Directors 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.

Part 2: Removal of Board of Directors

(a) Any member of the Board of Directors may be removed with, 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.

(b) Cause for removal shall consist of, but not be limited to violation of code of conduct, conflict of interest, resignation by absence or failure to perform duties within the Board.

(i) Violation of Our Voice USA code of conduct, as outlined in Article 9.

(ii) Failure to execute the duties of Board Member as outlined in Article 5, Section 1, Part 1.

(c) Removal by resignation - A Director may resign at any time by filing a written resignation with the Board of Directors.

(d) 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 relieved of their Board Duties.

(e) Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these bylaws automatically forfeit their positions on the Board pursuant to Section ____ of this Article , and are not entitled to the removal procedure outlined in Section ____ of this Article.

Part 3: Conflict Management

1. The board shall have the power to discipline, suspend or terminate a Director or leader in the organization in accordance with the policies and procedures set forth in the bylaws and/or handbook. All conflicts brought to the board will be handled in a timely and confidential manner using due process.

2. Any persons having a complaint against another director or leader for an infraction of any bylaw, rule, policy, procedure, or behavioral misconduct may report in writing as outlined below. The complaint must be filed within 10 days of the incident, infraction or discovery of the alleged violation.

3. All complaints will be submitted in writing to any director and will contain the following information. If the Director has a conflict of interest in the matter, the complaint will be submitted to another Director.

1. Name, contact information, signature of the party/parties filing the complaint.
2. Name of the party/parties against whom the complaint is brought.
3. The specific bylaw, rule, policy, procedure, or guideline allegedly violated.
4. A statement of the facts surrounding the alleged violation. Include all necessary information such as date and time, location, specific facts, witnesses and testimony.
5. Description of actions taken to attempt to resolve this matter informally.
6. The desired action or outcome the grievant wishes to be taken to resolve the conflict by the Board.

4. The Director who has received the complaint will appoint a review panel of three unbiased people from within the organization, not related or involved with the alleged incident/infraction. One of the members of the review panel shall be

appointed chair of the review panel. The review panel will evaluate the complaint and determine what, if any, further action is necessary.

5. If accepted, a copy of the complaint will be sent to the person against whom the complaint has been filed. The parties to the matter will be notified in writing of the names of the members of the review panel. In the event any party believes that a member of the review panel has a conflict of interest, an objection to that member shall be submitted in writing to the club president or officer within three days of the notification in writing. The objection will indicate with specificity what is the basis of the conflict of interest.

6. The decision of the panel is final. The respondent will have 10 days to respond to the complaint in writing. The review panel will send a copy of the response to the person filing the complaint.

7. Unless the chair of the review panel determines otherwise, the chair of the review panel will then schedule a meeting with all parties involved within seven days for a full investigation in the matter and come to a decision to resolve the complaint.

8. The review panel will report the findings and recommendations to the board within seven days of the last meeting scheduled in the matter. The decision will be presented to the board who may adopt the recommendation, modify the recommendation, or return the matter to the review panel with directions for further investigation and or for further recommendations by the review panel.

9. Once the decision is adopted or modified by the board the outcome is considered final and will be communicated in writing to both parties within seven days of the action by the board.

Section 2

Part 1: Absences

If a Director misses three (3) consecutive meetings without excuse, such absences shall be deemed to constitute such individual's tender of his or her resignation from the Board of Directors; provided, however, the Executive Committee shall have the authority to accept or reject such resignation.

ARTICLE 7. Organization Leaders

Section 1:

Part 1: Volunteers

The Board shall select, appoint and supervise Officers/Directors until the position of Volunteer Coordinator has been filled. Said approved Volunteer Coordinator will seek

the Board's approval for any and all changes made to the methods used to select, appoint, and supervise volunteers.

Part 2: Finance/Budget

The Board shall have exclusive control of the expenditure of all moneys collected, donated or appropriated for Our Voice USA and shall audit and approve all expenditures. Any/all expenditure decisions are to be voted on by all Board Of Directors within or without the state of Maine.

Part 3: Conflict of Interest

(A) Any or all Board members and leaders may not in their private capacity negotiate, bid for, or enter into any agreement in which they have a direct or indirect financial interest.

(B) A board member shall withdraw from Board discussion, deliberation, and vote on any matter in which the Board member, an immediate family member, or an organization with which the Board member is associated, has a substantial financial or political interest.

(C) A board member and/or leader may not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

Article 8: Compensation

Section 1: Leadership Compensation

Part 1. Directors/leaders may be reimbursed for any operating expenses, equipment expenses on behalf of Our Voice USA, Approval for any purchase reimbursement must be brought forth to the regular meeting prior to any purchase.

Part 2. Directors shall not receive salaries for their services, but by resolution of the Board, may receive a fixed, equal percentage of excess quarterly revenue after projected budgetary needs are met. Such leadership compensation shall not exceed \$10,000 per leader per quarter year.

Section 2. Loans

No loans shall be contracted on behalf of the organization to any of its Directors, volunteers, leaders.

Section 3. 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 organization shall be signed by such officer or officers, or agent or agents, of the organization and in such manner as is from time to time determined by resolution of the Board.

Section 4. Gifts and Contributions

The Treasurer may accept on behalf of the organization any contribution, gift, bequest, or device as may be consistent with the established purposes of the Our Voice USA and as may be permitted by any applicable local, state, or federal law.

Any gift and/or contribution must be presented to the Board of Directors whom has the right to deny if found inappropriate. Our Voice USA will not and does not accept money from for-profit corporations.

Article 9: Code of Conduct

Section 1:

Professional Responsibility

Intent

1. To build respect, credibility and strategic importance for the movement within our organization and the communities in which we work.
2. To assist *Our Voice* in achieving its objectives and goals.
3. To inform and educate current and future practitioners, the organization we serve, and the general public about principles and practices of our movement.
4. To positively influence workplace and recruitment practices.
5. To encourage professional decision-making and responsibility.
6. To encourage social responsibility.

Section 2:

Fairness

Intent

- To create and sustain an environment that encourages all volunteers and the organization to reach their fullest potential in a positive and productive manner.
- Treat people with dignity, respect and compassion to foster a trusting work environment free of harassment, intimidation, and unlawful discrimination.
- Develop, administer and advocate policies and procedures that foster fair, consistent and equitable treatment for all.
- Regardless of personal interests, support decisions made by our organization that are both ethical and legal.

Article 10: FISCAL MANAGEMENT

Section 1:

Part 1: BOOKS AND RECORDS

(A) Our Voice USA shall keep correct and complete books, records of account, minutes of the proceedings of its Board, and such other records as may be necessary or required by law.

(B) All books and records of Our Voice USA may be inspected by a Director for any proper purpose at any reasonable time.

Part 2: FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year, starting July 09, 2018, provided that if a different fiscal year is at any time selected for purposes of federal income taxes, the fiscal year shall be the year so selected.

Article 11: AMENDMENTS

Section 1. Articles of Incorporation

(A) The Articles may be amended in any manner at any regular or special meeting of the Board of Directors.

(B) Written notice of the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three (3) days in advance of such a meeting, five (5) days if by registered mail.

(C) As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

(A) The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting.

(B) Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided by Article 11, Section 1, Part B.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors and Leaders of this non-profit corporation, Our Voice USA, and we consent to, and hereby do, adopt the foregoing Bylaws consisting of the 9 preceding pages, as the Bylaws of Our Voice USA.

ADOPTED AND APPROVED by the Board of Directors and Leadership on this Ninth day of July, 2018.

Signatures:

Administrative Director

Cori Chaney

Media Director

Christopher Garrou

Technology Director

Corey Henderson

Community Outreach Leader

Josh Cameron
