

# **1 Article section, Name**

## **1.1 Name**

The name of this corporation shall be: “Port 22: South Sound Hackers”.

The business of the corporation may be conducted as “Port 22: South Sound Hackers” or “South Sound Hackers” or “Port 22” or “Port 22: SSH”.

# **2 Article section, Purposes and Legal Powers**

## **2.1 Purpose**

The purpose of this corporation is to promote and encourage technical, scientific, and artistic skills through individual projects, social collaboration, and education. Also in the context of these purposes, the corporation shall engage in scientific, charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to:

1. Through talks, classes, workshops, collaborative projects, and other activities, to encourage research, knowledge exchange, learning, and mentoring in a safe, clean space.
2. Provide educational spaces for teaching practical skills and theory of technology, science, and art.
3. Provide work space, storage, and other resources for projects related to art, science, and technology that will benefit the individual members’ personal growth in their fields of interest, encouraging the individual members to share their projects and knowledge for the betterment of society through art, science and technology.
4. To create, learn, and teach, individually and as a group, inviting members of the community in the Tacoma area and the world.
5. To develop, support the development of, and provide resources for the development of free and open source software and hardware for the benefit of society.
6. Collaboration across disciplines for the benefit of cultural, charitable, and scientific causes.
7. To foster, by all legal means, the common purposes of its participants.
8. To conduct or engage in all lawful activities in furtherance of the stated purposes or those incidental to them.

## **2.2 Powers**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The Legal powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

## **3 Article section, Membership**

### **3.1 Classes of Members**

The corporation shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws. The corporation shall not have members meeting the definition of “members” in RCW 24.03A.010(45). Members shall not have the rights enumerated under the Washington Nonprofit Corporation Act but instead maintain only the rights and obligations given to them in the Articles and Bylaws of the organization.

### **3.2 Qualifications for Membership**

In order to qualify for membership, a member must be proposed for membership by a current member in good standing. Upon approval of a membership application by a member of the board and on timely payment of such dues and fees as the board may fix from time to time, a member will be instated. A member may be appointed to membership by a vote of the Board. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

### **3.3 Annual Meeting**

The annual meeting of the Board shall be held the 5th day of November in each year at a time established by the Board for the purposes of electing directors and officers and transacting such business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

### **3.4 Special Meetings**

The President or a majority of the Board may call special meetings of the members for any purpose.

### **3.5 Place of Meetings**

All meetings of members shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the President or a majority of the Board.

### **3.6 Notice of Meetings**

The President, the Secretary, or the Board shall cause to be delivered to each member entitled to notice of the meeting, either personally, by mail, by facsimile transmission or by electronic transmission, not less than ten nor more than fifty days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at their address as it appears on the records of the corporation with postage thereon prepaid. Notice provided in an electronic transmission is effective when it:

1. is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or
2. has been posted on an electronic network along with a notification in the electronic network directed at the recipient, with failure of the notification delivery only being possible by opting out via the recipient.

### **3.7 Waiver of Notice**

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **3.8 Meetings by Telephone**

Members of the corporation may participate in a meeting of members by means of a conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **3.9 Members' Dues, Fees, and Assessments**

Each member must pay, within the time and on the conditions set by the board, the dues, fees, and assessments in amounts to be fixed from time to time by the board.

### **3.10 Members in Good Standing**

Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

### **3.11 Termination of Membership**

A membership shall terminate on occurrence of any of the following events:

1. Resignation of the member;
2. Expiration of the period of membership. Unless the membership is renewed on the renewal terms fixed by the board;
3. The member's failure to pay dues, fees, or assessments as set by the board within 30 days after they are due and payable;
4. Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
5. Termination of membership under 3.13 of these bylaws based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

### **3.12 Suspension of Membership**

A member may be suspended, under Section 3.13 of these bylaws, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension.

### **3.13 Termination or Suspension of Membership - Procedure**

If grounds appear to exist for suspending or terminating a member under 3.11 and 3.12 of these bylaws, the following procedure shall be followed:

1. The board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
2. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the suspension or termination should occur.
3. The board, committee, or person shall decide whether a member should be suspended, expelled, or sanctioned in any way. The decision of the board, committee, or person shall be final.
4. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

### **3.14 Non Transferability of Memberships**

No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or incapacity.

## **4 Article section, Board of Directors**

### **4.0.1 General Powers**

All corporate legal powers shall be exercised by or under the authority of the board and the affairs of Port 22: South Sound Hackers shall be managed under the direction of the board, except as otherwise provided by law.

### **4.0.2 Number**

The Board shall consist of not less than three nor more than 7 Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

### **4.0.3 Qualifications**

Directors shall be members of the corporation and must satisfy one of the following:

1. Be a founding member

2. Have been a member for 1 year or 20% of the organizations lifetime as calculated when they began paying dues.

Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

## **4.1 Election and Cessation of Directors**

### **4.1.1 Initial Directors**

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of the Board.

### **4.1.2 Successor Directors**

Successor Directors shall be elected at the annual meeting of the Board. The election of Directors may be conducted by mail and/or by ballot in such manner as the Board of Directors shall determine.

### **4.1.3 Term of Office**

Unless a Director dies, resigns, or is removed, they shall hold office for a term of two years or until their successor is elected, whichever is later. Terms of Directors shall be staggered to the extent possible so that a maximum of half the number of directors will end their terms in any given year. Directors may serve terms in succession. The term of office shall be considered to begin January 1 and end December 31 of the next year in office, unless the term is extended until such time as a successor has been elected.

### **4.1.4 Qualification and Election of Directors**

In order to be eligible to serve as a director, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board. Directors may be elected at any board meeting by the majority vote. The election of directors to replace those who have fulfilled their term of office shall take place at the annual meeting of directors as described in 4.2.1.

### **4.1.5 Vacancies**

The board of directors may fill vacancies, via the affirmative vote of a majority of the remaining directors despite less than a quorum of directors remain on the board, due to the expiration of a directors term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled position, subject to the maximum number of directors under these bylaws. A Director who fills a vacancy shall serve for the balance of the term of the director being replaced.

#### **4.1.6 Unexpected Vacancies**

Vacancies due to resignation, death, or removal shall be filled by the board members for the balance of the term of the director being replaced.

#### **4.1.7 Resignation**

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **4.1.8 Removal**

A director may be removed by two-thirds vote of directors then in office, if:

- At a meeting of the Board, one or more Directors may be removed from office, with or without cause, by two-thirds of the votes cast by Directors then in office.

A director may be removed by confirmation of the President without a vote, if:

- The director is absent and unexcused from two or more board meetings in a twelve month period. The president is empowered to excuse directors from attendance for a reason deemed adequate by the president. The president shall not have the power to excuse himself from the board meeting attendance and in that case, the secretary shall excuse the president. If the secretary and the president are absent, the absence may be counted as unexcused for both but not only one of the absentees by a two-thirds vote of directors then in office.

A director may be removed by confirmation of the Secretary without a vote, if:

- The director is the president and is absent and unexcused from two or more board meetings in a twelve month period. The secretary is empowered to excuse the president from attendance for a reason deemed adequate by the secretary. If the secretary and the president are absent, the absence may be counted as unexcused for both but not only one of the absentees by a two-thirds vote of directors then in office.

### **4.2 Board of Directors Meetings**

#### **4.2.1 Annual Meeting**

The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

#### **4.2.2 Regular Meetings**

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

#### **4.2.3 Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President, Treasurer, Secretary, or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them. A special meeting must be preceded by at least two days notice to each director of the date, time, and place, but not the purpose, of the meeting.

#### **4.2.4 Notice of Special Meetings**

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than two days before the meeting. Notices in writing may be delivered or mailed to the Director at their address shown on the records of the Corporation or given by facsimile or electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

#### **4.2.5 Remote Meetings**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by or through the use of, one or more means of remote communication through which all of the directors may simultaneously participate with each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

#### **4.2.6 Place of Meetings**

All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.



## **4.3 Waiver of Notice**

### **4.3.1 In Writing**

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

### **4.3.2 By Attendance**

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 is not lawfully called or convened.

## **4.4 Manner of Acting**

### **4.4.1 Quorum**

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **4.4.2 Majority Vote**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

### **4.4.3 Presumption of Assent**

A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

#### **4.4.4 Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is executed by each of the Directors entitled to vote. Such written consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of these Bylaws, "executed" means:

1. writing that is signed; or
2. an email transmission that is sent with sufficient information to determine the sender's identity. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

For purposes of this Section 4.4.4 only, "each of the Directors entitled to vote" does not include an "interested director" who abstains in writing from providing consent, where:

1. The Board has determined that:
  - (a) The corporation is entering into the transaction for its own benefit; and
  - (b) The transaction is fair and reasonable to the corporation when it enters into the transaction or the noninterested directors determine in good faith after reasonable investigation that the corporation cannot obtain a more advantageous arrangement with reasonable effort under the circumstances, at or before execution of the written consent; and
2. Such determination is included in the written consent or in other records of the corporation.

### **4.5 Board and Advisory Committees**

#### **4.5.1 Board Committees**

The Board, by resolution adopted by a majority of the Directors then in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such Board committees shall have and exercise the authority of the Directors in the management of the Corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to:

1. amend, alter, or repeal these Bylaws;
2. elect, appoint, or remove any member of any other committee or any Director or officer of the Corporation;

3. amend the Articles of Incorporation;
4. adopt a plan of merger or consolidation with another corporation;
5. authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business;
6. authorize the voluntary dissolution of the Corporation or revoke proceedings therefor;
7. adopt a plan for the distribution of the assets of the Corporation; or
8. amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or them by law.

#### **4.5.2 Advisory Committees**

The Board may designate and appoint one or more advisory committees, each of which may consist of at least one Director and one or more other individuals to give advice and counsel to the Board. The Board shall establish the charge and tasks for the committee and appoint its chair and members.

#### **4.5.3 Quorum; Manner of Acting**

A majority of the number of members of any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

#### **4.5.4 Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **4.5.5 Removal of Committee Member**

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

## **4.6 Compensation**

The Directors shall receive no compensation for their service as Directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

## **5 Article section, Officers**

### **5.1 Number and Qualifications**

The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### **5.2 Election and Term of Office**

The officers of the Corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until their successor is elected.

### **5.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **5.4 Removal**

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## **5.5 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

## **5.6 President**

The President shall, subject to the Board's control, supervise and control all of the assets, business and affairs of the Corporation. The President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to the President by the Board from time to time.

## **5.7 Vice President**

In the event of the death of the President or their inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

## **5.8 Secretary**

The Secretary shall:

1. keep or cause to be kept the minutes of meetings of the Board, and minutes which may be maintained by committees of the Board;
2. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
3. be custodian or ensure the safe custody of the corporate records of the Corporation;
4. keep records of the post office and email address of each Director and each officer; and

5. in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board.

## **5.9 Treasurer**

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of their duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for oversight of all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and ensure the deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; provide financial reports to the Board at its meetings and on request and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or the Board

# **6 Article section, Administrative Provisions**

## **6.1 Contracts and Other Writings**

Except as otherwise provided by resolution or policy of the board, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

## **6.2 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the governing body or a designated committee may select.

## **6.3 Loans**

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

## **6.4 Loans or Extensions of Credit to Officers and Directors**

No loans shall be made and no credit shall be extended by the Corporation to its officers or Directors.

## **6.5 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 corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

## **6.6 Rules of Procedure**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

## **6.7 Indemnification**

- **Mandatory Indemnification.** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which they were a party because they are or were a director of the corporation against reasonable expenses incurred by them in connection with the proceedings.
- **Permissible Indemnification.** The corporation shall indemnify a director or former director made a party to a proceeding because they are or were a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify them has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by the law.
- **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board in the specific case, upon receipt of
  - a written affirmation from the director, officer, employee, or agent of their good faith belief that they are entitled to indemnification as authorized in this article, and
  - an undertaking by or on behalf of the director, officer, employee, or agent to repay in such amount, unless it shall ultimately be determined they are entitled to be indemnified by the corporation in these bylaws.
- **Indemnification of Officers, Agents, and Employees.** An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Washington Law and public

policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

## **7 Article section, Miscellaneous**

### **7.1 Books and Records**

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

### **7.2 Accounting Year**

The accounting year of the Corporation shall be the twelve months ending 31st, December.

### **7.3 Conflict of Interest**

The board shall adopt and periodically review a conflict of interest policy to protect the corporations's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-elected powers.

### **7.4 Nondiscrimination Policy**

The officers, committee mebers, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, chosen gender, and sexual orientation.

It is the policy of Port 22: South Sound Hackers not to discriminate of the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

## **8 Article section, Counter-Terrorism and due Diligence Policy**

In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, Port 22: South Sound Hackers shall stipulate how the



funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Port 22: South Sound Hackers willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Port 22: South Sound Hackers shall also comply and put into practice the federal guidelines, suggestion, laws and limitations set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

## **9 Article section, Document Retention Policy**

### **9.1 General Guidelines**

Records should not be kept if they are not needed for operation of the corporation or required by law.

Unnecessary records should be eliminated from the files.

The corporation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management.

### **9.2 Litigation**

Port 22: South Sound Hackers expects all officers, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, and employees should note the following general exception to any stated destruction schedule: If you believe, or the corporation informs you, that corporate records are relevant to litigation, or potential litigation, then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

### **9.3 Document Categories**

1. Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

2. **Tax Records.** Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
3. **Employment Records/Personnel Records.** State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.
4. **Board and Board Committee Materials.** Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.
5. **Press Releases/Public Filings.** The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.
6. **Legal Files.** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.
7. **Marketing and Sales Documents.** The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.
8. **Development/Intellectual Property and Trade Secrets.** Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:
  - (a) derives independent economic value from the secrecy of the information; and

(b) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

9. **Contracts.** Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.
10. **Correspondence.** Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
11. **Banking and Accounting.** Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
12. **Insurance.** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
13. **Audit Records.** External audit reports should be kept permanently. Internal audit reports should be kept for three years.

## **9.4 Electronic Mail**

Electronic Mail shall be stored as either:

1. printed in hard copy and kept in the appropriate file; or
2. downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

# **10 Article section, Transparency and Accountability Disclosure of Financial Information With The General Public**

## **10.1 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly available, Port 22: South Sound Hackers practices and encourages transparency and accountability to the general public. This policy will:

1. indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
2. indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
3. specify the procedures whereby the open/closed status of documents and materials can be altered. The details of this policy are as follow:

## **10.2 Financial and IRS documents (The form 1023 and the form 990)**

Port 22: South Sound Hackers shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

## **10.3 Means and Conditions of Disclosure**

Port 22: South Sound Hackers shall make “Widely Available” the aforementioned documents on its internet website: Port 22: South Sound Hackers to be viewed and inspected by the general public.

1. The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
2. The website shall clearly inform readers that the document is available and provide instructions for downloading it.
3. Port 22: South Sound Hackers shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
4. Port 22: South Sound Hackers shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

## **10.4 IRS Annual Information Returns (Form 990)**

Port 22: South Sound Hackers shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation’s Form 990 shall be submitted to each member of the board of director’s via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

## **10.5 Board**

1. All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
2. All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
3. All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

## **10.6 Staff Records**

1. All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
2. No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
3. Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
4. Staff records shall be made available to the board when requested.

## **10.7 Donor Records**

1. All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
2. No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
3. Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;
4. donor records shall be made available to the board when requested.

# **11 Article section, Codes of Ethics and Whistle-Blower Policy**

## **11.1 Purpose**

Port 22: South Sound Hackers requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics

in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Port 22: South Sound Hackers to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

## **11.2 Reporting Violations**

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Port 22: South Sound Hackers is in violation of law, a written complaint must be filed by that person with the board President.

## **11.3 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

## **11.4 Retaliation**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Port 22: South Sound Hackers and provides the Port 22: South Sound Hackers with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement. Port 22: South Sound Hackers shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Port 22: South Sound Hackers or of another individual or entity with whom Port 22: South Sound Hackers has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy. Port 22: South Sound Hackers shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Port 22: South Sound Hackers that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

## **11.5 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or

suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**11.6 Handling of Reported Violations**

The board President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation. This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

**12 Article section, Amendments of Bylaws & Articles of Incorporation**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office.

**13 Article section, Certificate of Adoption of Bylaws**

The foregoing Bylaws were adopted by a majority of the Directors then in office at a meeting of the Board of Directors held on [INSERT DAY, MONTH, YEAR] at which a quorum was present and constitute a complete copy of the bylaws of the corporation.

-----  
Secretary