



BYLAWS
OF
Advice Project Media, Ltd.

(Pending revision at our first board meeting)

ARTICLE I: Name, Registered Office, Agent, and Duration

Section 1. Name.

The name of the corporation shall be Advice Project Media, Ltd. The business of the corporation may be conducted as Advice Project Media, Ltd., Advice Project Media, or the Advice Project.

Section 2. Registered Office and Agent.

Advice Project Media, Ltd. (hereinafter the "Advice Project") is a nonprofit corporation incorporated under the laws of New York State. The Advice Project shall have and continuously maintain a registered office in New York State and a registered agent whose office is identical with such registered office, as required by the New York State Nonprofit Corporation Act. The registered agent shall be an individual resident of New York State or a corporation, whether for-profit or not-for-profit, authorized to transact business in New York State. The address or the registered office may be changed from time to time.

Section 3. Other Offices.

The Advice Project may have other office or offices, at such suitable place or places within or without of New York State as the Board of Directors may from time to time determine as necessary for the conduct of the affairs of the Corporation.

Section 4. Duration.

The Advice Project shall have perpetual existence.

ARTICLE II: Purposes and Powers

Section 1. Purpose.

The Advice Project is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

The Advice Project shall be committed to publishing stories, articles, films, and other communications written and produced by teens (over 70 percent girls), women, gender-non-binary individuals, and indigenous peoples. These stories, which shall be shared on an online platform and in other print, online, and media outlets, will serve to educate readers and viewers about global gender, indigenous rights, climate change, environmental issues, and the conservation of forests and oceans (hereinafter referred to as the “Issues”). The purpose of sharing these stories, and the primary reason why the Advice Project is organized, is to lessen prejudice and discrimination against teens, women, gender-non-binary individuals, and indigenous peoples through journalism and storytelling.

The Advice Project shall undertake the following activities in furtherance of these purposes:

- a) Deliver classes, workshops, and trainings for teens, women, gender-non-binary individuals, indigenous peoples, and their allies that provide media training as well as education about the Issues;
- b) Provide an online platform called www.adviceprojectmedia.com for sharing media;
- c) Offer backend support, trainings, and website/media assistance to nonprofits, families, schools and other programs (both public and private) that are committed to sharing stories about the Issues by teens, women, gender-non-binary individuals, indigenous peoples, and their allies;
- d) Give editorial support to writers, journalists, and filmmakers who have submitted articles, stories, or films about the Issues to the Advice Project;
- e) Develop special media projects, exhibitions, panels, film screenings, and other media events with teens, women, gender-non-binary individuals, indigenous peoples, and their allies;
- f) Plan or take part in educational programs, conferences, and other events to promote awareness of the complex Issues as well as give teens, women, gender-non-binary individuals, indigenous peoples, opportunities to speak, learn, and share their work;
- g) Develop curriculum for use in Advice Project media and educational programs;

- h) Develop curriculum that can either be given to or purchased by schools, individuals, and/or other interested programs;
- i) Forge partnerships with other schools, organizations, and/or programs that promote the rights of teens, women, gender-non-binary individuals, indigenous peoples while also supporting at least one of our Issues;
- j) Develop and lead train-the-trainer programs for teens, young adults, women, gender-non-binary individuals, indigenous peoples, and developing leaders;
- k) Organize media workshops, summits, and other international programs for teens, women, gender-non-binary individuals, indigenous peoples, and their allies, as well as select partner schools, organizations, or other programs;
- l) Conduct all lawful activities that may be useful in accomplishing the foregoing purposes.

Section 2. Powers.

The Advice Project 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 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.

Section 3. Nonprofit Status and Exempt Activities Limitation.

- 3.1. Nonprofit Legal Status. Advice Project Media, Ltd. is a New York non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- 3.2. Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

- 3.3. Distribution Upon Dissolution. Upon termination or dissolution of the Advice Project, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Advice Project hereunder shall be selected in the discretion of a majority of the managing Board of Directors of the corporation, and if its directors cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Advice Project by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of New York.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Advice Project, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of New York to be added to the general fund.

ARTICLE III: Membership

Section 1. Membership.

The Advice Project shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

Section 2. Non-Voting Affiliates.

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

Section 3. Dues.

Any dues collected from non-voting affiliates shall be determined by the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Governing Powers and Responsibilities

- 1.1. Governing Powers and Responsibilities. The Board of Directors of the Advice Project shall manage, supervise, and control the business, property and affairs of the Advice Project, except as otherwise expressly provided by law, the Articles of Incorporation of the Advice Project, or these Bylaws. The Board of Directors shall be vested with the powers possessed by the Advice Project itself, including the powers to determine the policies of the Advice Project and prosecute its purposes, to assist the Chief Executive Officer to appoint and remunerate agents and employees (including the power to delegate some or all of this authority), to establish the budget of the Advice Project, to disburse the funds of the Advice Project, and to adopt such rules and regulations for the conduct of its business, responsibility and authority as shall be deemed advisable.
- 1.2. Internal Affairs Committee and the Chief Executive Officer. The Internal Affairs Committee shall, alongside the President of the Board of Directors, have the responsibility for the management and review of the paid Chief Executive Officer.
- 1.3. Mission. Board members must be committed to the mission of the Advice Project.
- 1.4. Public Outreach and Resources. The Board of Directors shall also be responsible for resource development, establishing and maintaining critical linkages for the Advice Project, public education, and advocacy for issues developed by the Corporation.

Section 2. Composition and Term

- 2.1. Election. The Advice Project shall designate a Board of Directors who shall initially be appointed a majority of the incorporators to serve as Directors until they have either reached the end of their term or until death, resignation, or removal as provided by these bylaws.
- 2.2. Number of Directors. The Board of Directors of the Advice Project shall be composed of at least four (4) and no more than fifteen (15) directors with voting privileges including the Chief Executive Officer of the Advice Project. Within these limits, the Board may increase or decrease the number of directors serving on the board. By January 1st, 2018, the board shall be composed of at least seven (7) and no more than 15 (15) directors, at which point these bylaws shall be duly updated.
- 2.3. Term. Terms of office will be three years. No board member except for the Chief Executive Officer of the Advice Project may serve more than three consecutive three-year terms for a maximum of nine years.

Section 3. Quorum and Voting

- 3.1. Quorum and Voting. No less than a majority of the directors shall constitute a quorum for the transaction of business. Actions taken by a majority of the directors present shall be valid as a corporate act unless a greater number is required by law or by these Bylaws. If less than a quorum is in attendance at the time for which the meeting shall have been called, the meeting may be adjourned by a majority vote of the members present or represented without any notice other than by announcement at the meeting until a quorum shall attend.
- 3.2. Voting. At all meetings, all votes shall be by voice.
- 3.3. Attendance. Any or all directors may participate in a regular or special meetings of the board of directors through the use of any means of communication by which all of the directors participating may simultaneously hear each other during the meeting, and a director participating in a meeting by any such means shall be deemed to be present in person at the meeting. Directors shall put forth their best effort to attend all meeting and constructively participate in those meetings.
- 3.4. Proxies. A director who is not able to attend a board meeting, or is unable to exercise his or her duties at the meeting, may assign a proxy from among the board of directors. All proxies shall be in writing from the director who is assigning the proxy. All proxies must be filed before the start of the board meeting with the secretary of the board. A proxy may not be reassigned to another director.

Section 4. Meetings

- 4.1. Meetings. Regular meetings of the Board of Directors shall be held quarterly at the place and time designated by the Board of Directors including phone conference calls, monthly or annual meetings, or otherwise called by a majority of the Board of Directors.
- 4.2. Special Meetings. Special meetings may be called by the Chief Executive Officer of the Advice Project, the Board President, the Board Vice Chair, or a majority of the Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.

At least two business days' notice of the agenda, time, and place of special meetings shall be personally delivered or communicated to the directors from the corporate office by mail, telephone, email, or fax. Such mailing or delivery as directed above shall constitute due, legal, and proper notice to the director.

Notice of special meetings of the directors shall otherwise comply with the requirements of notice for special meetings of the members in these Bylaws.

- 4.3. Annual Meetings. Directors shall meet each year for the purpose of the Advice Project, the election of officers, and transaction of other business. The time and location of such meeting shall be agreed and voted upon in writing by the Board of Directors and will be noticed in writing. The meeting shall occur for no less than one and a half business days and no more than three days in either New York (U.S.A) or Le Gosier (Guadeloupe). The duration of the meeting will depend on the order of business agreed upon by the board of directors.
- 4.4. Notice and Waiver. Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.
- 4.5. Action Without a Meeting. Any action to be taken or that may be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by at least a majority of the board of directors. The action must be evidenced by one or more written consents describing the action taken, signed by no fewer than the required number of directors, and delivered to the Advice Project for inclusion in the minutes or filing with the corporate records reflecting the action taken. Notice of intent to act must be given to all board members.

Section 5. Vacancies

Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, though less than a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting.

- 5.1. Recruitment. The Governance Committee shall be responsible for actively recruiting new directors, although any serving or past director or the chief executive officer may also nominate candidates.

Section 6. Resignation or Removal

- 6.1. Resignations. Any director may resign at any time, effective upon receipt of written notice to the Advice Project, unless the notice specifies a later effective date. If the resignation is effective at a future time, a successor may be selected to take office when the resignation becomes effective.
- 6.2. Removal of Directors. A director may be removed from the board with cause by an action of the Board of Directors. The removal of a director shall require a motion by an employee of the Advice Project or by a director on the Advice Project Board of Directors, and shall be subject to ratification by no less than three-fourths of the full board. "Cause" is defined as any action involving turpitude, an action that brings disrepute to the Advice Project, any actions that conflict with the purpose(s) of the Advice Project as set forth by these Bylaws, or a general lack of sympathy with the stated purpose(s) of the Advice Project. Also, failure to attend three consecutive board meetings shall be construed as cause for removal. A director may also be removed at the discretion of the respective

association upon giving written notice of the removal to the director and either the presiding officer of the board or the board secretary.

Section 7. Compensation of Directors.

Directors shall not receive any salary or compensation for their services on the board from the Corporation. Any director may be reimbursed for out-of-pocket expenses that have been preapproved by the executive committee or the Chief Executive Officer.

Section 8. Qualifications of Directors.

- 8.1. Qualifications. To serve as a Director, an individual shall have prior experience serving on a not-for-profit board, or general business, entrepreneurial, grant writing, journalistic, media, or community experience, and shall have a desire to pay it forward with what they have, know, or have access to. In addition, each prospective director shall have at least two (2) years' experience either working directly with children and youth, parenting (or providing guardianship for) children and youth, and/or sitting on not-for-profit boards that work on behalf of children and youth.
- 8.2. Exceptions. Prospective directors who do not have prior experience, but who do have a demonstrated passion for the purpose(s) of the Advice Project and skills that could prove useful while serving on the Board may be considered as a director.

Section 9. Contributions, Other Fees, Purchases, and Travel.

Each member of the Board of Directors shall contribute a minimum of five hundred to one thousand cash dollars (\$500 to \$1,000) to the Advice Project annually, with the understanding that members shall give generously according to his, her, or their means. No contribution credit shall be given for in-kind donations.

- 9.1. Fundraising Expectations. Each director is asked to also help fundraise a minimum of \$5,000 per annum (the minimum contribution may be used as a part of this amount). A director may raise these funds independent of Advice Project fundraising endeavors and, dependent upon approval from the Board of Directors, may use the Advice Project and approved marketing materials in order to solicit funds. A director may also, with permission from the Board of Directors, apply for grants on behalf of the Advice Project to fulfill his, her, or their fundraising expectations, or, in lieu of fundraising, make a personal contribution.
- 9.2. Fees and Expenses. Board members shall pay their own registration fees for conferences and events attended by the Advice Project, travel expenses for board meetings, etc. Directors may, however, ask the board in advance of an event or travel expenses for board meetings to the board to approve fair reimbursement, but only if the event or travel expenses would cause strain on personal finances.

- 9.3. Attending Classes and Workshops. Should a director want to sit in on a day-long class, workshop, summit, or other Advice Project program, he, she, or they must make arrangements at least three days in advance with the President of the Board and the Chief Executive Officer. Directors shall pay for all related expenses.
- 9.4. International Programs. The Advice Project leads exciting international programs that directors may want to attend in person. Should a director, or directors, be interested in traveling internationally with Advice Project Media, he, she, or they shall pay all-related expenses and shall also, according to his, her, or their means, consider making a contribution. Suggested contributions shall be offered by the Board of Directors depending on the program a director may want to attend.
- 9.5. Economic Diversity Among Board Members. The Board of Directors will keep track of contributions made by directors. If at any time a board member feels unable to keep his, her, or their commitment, the board shall discuss how to offer assistance to help that board member meet contribution and fundraising goals. Although the Advice Project Board of Directors shall make an effort to nominate a majority of incoming directors who feel confident in their ability to meet contribution and fundraising commitments, at no time shall an incoming director be discriminated against because of his, her, or their economic status, and a minority of directors may be nominated for service even if they don't feel they can financially contribute.

Directors and/or past directors may contribute the minimum amount, the minimum fundraising amount, or both on behalf of incoming directors in order to increase economic and social diversity among the board. Incoming board members may appeal to either individual board members or the entire Board of Directors for assistance.

Section 10. Diversity.

The Board of Directors of the Advice Project shall consist of a gender, racially, and culturally diverse membership. If there are ten or more sitting directors on the board, an annual assessment of inclusivity will be conducted to ensure that each director feel welcome and that he, she, or they feels heard. The Board of Directors will make it a goal to include diverse voices in order to best govern The Advice Project and, at will also, and at all times, consider the various people around the world who benefit from The Advice Project's programs.

Section 11. Confidentiality.

Directors shall not discuss or disclose information about the Advice Project 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 Advice Project's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Advice Project with third parties.

Section 12. Advisory Council.

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

- 12.1. Location of Advisory Council Members. There shall be at least one (1) advisory council member from each of the countries where the Advice Project runs programs.

ARTICLE V: OFFICERS

Section 1. General Provisions

The officers of the Advice Project shall consist of a president; a vice president; a secretary; and a treasurer, and they shall have authority to carry out the duties prescribed in these bylaws. The initial officers of the Advice Project shall be designated by the incorporators, and shall serve for three years. One person may hold more than one office, except no person may simultaneously hold the office of president and secretary. After the initial officers of the Advice Project have been elected and their time as directors has been served, the officers shall for perpetuity be elected by the directors.

- 1.1. Commitment to Sustainability. To serve as an officer, an individual shall have not only the prior experience needed to become a director, but he, she, or they shall also commit to helping to develop and support sustainable, realistic fundraising goals that will support both the administration and also the programs of the Advice Project.
- 1.2. Beginning of Term. Except for the initial officers who shall be designated by the incorporators, directors shall be seated on January 1st.

Section 2. Election of the President.

Except for the initial president who shall be designated by the incorporators, future candidates for president shall be nominated from among eligible board members. The candidate with the majority vote cast by directors shall be deemed the winner in an election, to be held in the fall of the previous year, unless otherwise determined.

Section 3. Election of Other Officers.

Except for the initial officers who shall be designated by the incorporators, the candidates for vice president, secretary, and treasurer shall be nominated from among directors or past Advice Project board presidents by any member of the board of directors. The candidate with the majority

vote cast by the directors shall be deemed the winner in an election, to be held in the fall of the previous year unless otherwise determined by resolution of the board of directors. In the event that the directors and past Advice Project board presidents fail to field candidates for all offices and the directors fail to elect an officer at the election, nominations may be taken from the floor. An election to fill the vacant seat shall take place no later than 30 days following the original election date.

Section 4. Resignation.

Any officer may resign at any time effective upon written notice to the Corporation, unless the notice specifies a later effective date. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 5. Vacancies.

Vacancies must be filled if there is more than four months remaining in the term of the vacated office. The vacancy shall be filled through an election held under the elections provision for officers under these Bylaws.

Section 6. Removal of Officers.

At any regular or special meeting, any officer may be removed by the Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation. The removal of an officer shall require a motion by a member of the board of directors, and shall be subject to ratification by no less than a three-fourths of the full board. Any officer proposed to be removed is entitled to five (5) business days' notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

Section 7. Terms of Office.

Terms of office will be three years. No officer except for the chief executive officer may serve more than two consecutive three-year terms for a maximum of six years. Nothing in this section shall supersede Article IV, Section 2.3 the three term-limit for directors.

- 7.1. Completion of Term. An elected officer shall complete his, her, of their term of office, irrespective of his, her, or their appointed term as a director.

Section 8. Duties of Offices.

- a) President: The initial president of the Advice Project shall be the chief executive officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The president will perform all duties incident to the office of president and any other duties that may be required by these Bylaws or prescribed by the Board of Directors. He, she, or they may

sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Advice Project.

- i) At any point during the next two term periods, a president shall either be nominated from among the board of directors as mandated in Article V, Section 2 or shall be nominated by the initial incorporators. Once presidential duties have been passed from the chief executive officer to an incoming president, this section in Article V will be updated.
 - ii) At all times, the president of the Advice Project shall be either a woman or an individual who identifies as gender other. Special consideration may be given to candidates who are also people of color and/or indigenous peoples.
- b) Vice President: The vice-president shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.
 - c) Secretary: The secretary shall keep minutes of all meetings of the Board of Directors in one or more books provided for purposes of these Bylaws or as required by law, be the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.
 - d) Treasurer: The treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Directors. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.
 - e) Chief Executive Officer: The chief executive officer of the Advice Project will be the initial president of the board of directors of the Advice Project. Once presidential duties have been passed to the next incoming president, the chief executive officer shall maintain full voting privileges as an officer on the board, and he, she, or they will act as the liaison between the board of directors and the management of the Advice Project. He, she, or they shall, with approval from the president, set the agenda for all board meetings excepting special meetings, and may also sign any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these Bylaws or by statute to some other officer or agent of the Advice Project. He, she, or they may also, as an approved agent of the treasurer, deposit funds as required by the board of directors. [See Article VI, Section 1 for procedures for Corporate Staff.]

- i. The chief executive officer shall be an officer of the Advice Project's board of directors for the duration of his, her, or their managerial tenure.

Section 9. Compensation.

Although the Chief Operating Officer shall receive a salary as an employee of the Advice Project, no officer shall not receive any salary or compensation for their services on the board. Any officers may be reimbursed for out-of-pocket expenses that have been pre-approved, and officers may also be paid reasonable, market-value fees for non-board-related services.

ARTICLE VI: Corporate Staff

Section 1. Chief Executive Officer.

The Board of Directors of the Advice Project shall hire a Chief Executive Officer who shall serve at the will of the Board. The Chief Executive Officer shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Advice Project, maintain the properties of the Advice Project, hire, discharge, and determine the salaries and other compensation of all staff members under the Chief Executive Officer's supervision, and perform such additional duties as may be directed by the Internal Resources Committee or the Board of Directors. No officer, Internal Resources Committee member, or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Chief Executive Officer shall make such reports at the Board and Internal Resources Committee meetings as shall be required by the President or the Board. The Chief Executive Officer shall be an officer of the board with full voting privileges and an ad-hoc member of all committees.

- 1.1. Hiring and Removal. The Chief Executive Officer may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors.
- 1.2. With Cause Removal. The Chief Executive Officer may not be removed by the Board of Directors without cause.
- 1.3. Contract. The Chief Executive Officer shall work according to a contract that will offer protection to his, her, or their person against being removed without cause as well as to the Advice Project against the mismanagement of duties or other standards.
- 1.4. Term. The term of employment for the Chief Executive Officer shall be indefinite.

ARTICLE VII: Committees

Section 1. Committees.

Committees shall be appointed by the board president, and shall have the authority and powers set forth in the resolution of the board of directors. Committees shall include at a minimum the following:

- a. Internal Affairs Committee: All internal and operational issues, including those related to finance, human resources, and facilities – shall be the responsibility of this committee.
- b. External Affairs Committee: All external issues-including fundraising, public relations, and marketing – shall be the responsibility of this committee.
- c. Governance Committee: This committee shall be responsible for the health and functioning of the board. It recruits new directors, conducts orientation, produces board materials, and evaluates the performance of the board itself.

Section 2. Rules.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

ARTICLE VIII: Seal

Section 1. Seal.

The Advice Project may have a seal in such form as the board of directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the words “Advice Project Media, Ltd. Seal” or the word “Seal” accompanying the signature of an officer signing for or and on behalf of the Advice Project shall be the seal of the Corporation.

ARTICLE IX: Dedication of Property and Restrictions on Actions

Section 1. Assets and Earnings.

All the assets and earnings of the Advice Project shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Advice Project or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered to the management of the Advice Project and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

- 1.1. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness, issued in the name and payable to the Advice Project

shall be signed or endorsed by persons and in the manner determined from time to time by resolution of the board of directors.

- 1.2. Deposits. All funds of the Advice Project shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, of other depositories as the Board of Directors may designate.
- 1.3. Gifts. The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.
- 1.4. Loans. No Director, Officer or agent shall have the authority, on behalf to the Advice Project, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

Section 2. Dissolution

Please refer to Article II, Section 2.3.

Section 3. Propaganda and Legislation.

In accordance with the Advice Project's Certificate of Incorporation, a substantial part of the Advice Project's activity shall not be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Advice Project shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

ARTICLE X: Records, Reports, and Inspection

Section 1. Records.

The Advice Project shall maintain, in accordance with generally accepted accounting principles, adequate and correct accounts, books, and records of its business and activities. All of the books, records, and accounts shall be kept at the principal executive office, as fixed by the board of directors from time to time.

Section 2. Inspection of Books and Records.

All books and records provided for in Section 1, shall be opened to inspection by the directors and members at reasonable times and locations, as set forth by the board of directors.

Section 3. Certification and Inspection of Bylaws.

The original or a copy of the Bylaws, as amended or otherwise altered to date; and certified by the secretary, shall be kept at the Advice Project's principal executive office, and shall be open to inspection by directors of the Corporation at reasonable times during regular office hours.

Section 4. Execution of Contracts, Etc.

The board of directors, except as otherwise provided in the Bylaws, may authorize any office or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Advice Project. Such authority may be general or confined to specific instances. Unless so authorized by the board or directors, no officer, agent or employee shall have any power or authority to bind the Advice Project by any contract or agreement, or to pledge its credit, or to render it liable, for any purpose to any amount, except as provided by the law of New York State.

ARTICLE XI: Indemnification

Section 1. Indemnification and Directors and Officers Insurance.

To the full extent authorized under the laws of New York State and on those terms and conditions that are specified by law of the Articles of Incorporation, the Advice Project may indemnify any director, officer, agent, employee, or former director, officer, agent, employee or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

- 1.1. Expenses. Expenses (including reasonable attorneys' fees) 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, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.
- 1.2. Reserve Fund. The board of directors shall determine whether the Advice Project will set aside a reserve fund in case of indemnification, or whether insurance may be adequate.

- 1.3. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.
- 1.4. Exceptions. In accordance to the Volunteer Protection Act ("VPA") of 1997, the Advice Project may indemnify based on assessments of economic losses and punitive damages against any director, agent, or employee. The Advice Project shall not, in accordance to the VPA, protect a volunteer from liability for harm "caused by willful or criminal misconduct, gross negligence, reckless misconduct, or a conscious, flagrant indifference to the rights or safety of the individual harmed by the volunteer action."

ARTICLE XII: Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of gender expression, gender identity, biology, sexual preference, race, ethnicity, economic status, or national origin.

ARTICLE XIII: Amendments

Section 1. Amendments.

New Bylaws may be adopted by or these Bylaws may be amended or repealed by the vote or written consent of a majority of the board of directors, provided, however, that if the Articles of Incorporation of the Advice Project set forth the number of authorized directors of the Corporation, the authorized number of directors may be changed only by an amendment to the Articles of Incorporation.

- i. Exception. Amendments to Article V shall require the affirmative vote of all directors then in office.

Section 2. Record of Amendment.

Whenever an amendment of Bylaws is adopted, it shall be copied in the book of Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was given shall be stated in the book.

Section 3. Proposals of Amendment.

New bylaws to be adopted or proposed amendments to these Bylaws shall be submitted to the board of directors for consideration.

ADOPTION OF BYLAWS

Adopted by the Board of Directors by resolution and vote of all directors on the date below:

_____ [Date]
Melissa Banigan

_____ [Date]
Felicity Miller

_____ [Date]
Saskia Layden

_____ [Date]
[4th Board Member's Name Here]