

BYLAWS OF
New Yorkers for Verified Voting Inc.

Article 1. NAME

Section 1. The name of the organization shall be “New Yorkers for Verified Voting Inc” and will also be referred to as “NYVV.”

Article 2. ORIGIN AND PURPOSE

Section 1. NYVV is a non-partisan, not-for-profit corporation of New York State [501(c)3], educating and organizing on issues surrounding voting and elections in the 21st century.

Article 3. MEMBERS

Section 1. *Membership.* Membership shall be open to all persons interested in supporting the purposes of the Corporation and willing to follow its published Code of Conduct. The Board of Directors of the Corporation may establish such other criteria for membership, including a schedule of dues, as they deem appropriate. Members will not vote for officers or policy. Statements by individual members do not necessarily represent the view or positions of NYVV.

Article 4. BOARD OF DIRECTORS

Section 1. *Powers and Number.* The Corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board after the Initial Meeting of the Board shall be five (5).

Section 2. *Regulations Established by the Board.* The Board of Directors may establish and maintain regulations governing the operations of New Yorkers for Verified Voting Inc. Such regulations will be established by a majority vote of the entire Board.

Section 3. *Election and Term of Office.* The initial Directors shall be the persons named in the Certificate of Incorporation. Each director shall hold office until his or her death, resignation, or removal.

Section 4. *Newly Created Directorships and Vacancies.* Newly created Directorships and vacancies among the Directors for any reason may be filled by vote of a majority of the Directors then in office.

Section 5. *Resignations.* Any director may resign from office at any time by delivering a resignation in writing or by email to the Executive Director of the Board of Directors, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

- Section 6. *Removal.* Any Director elected by the members may be removed for cause by a majority vote of the entire Board, at any special meeting of the Board called for that purpose.
- Section 7. *Meetings of the Board.* Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. Meetings may take place with Directors present in person or by telephone conference. The annual meeting of the Board of Directors in each year shall be held in the second quarter of the calendar year. Other meetings of the Board shall be held whenever called by a majority of the Board of Directors or the Executive Director of the Board, in each case at such time and manner (i.e. in person or by teleconference) as shall be fixed by the person or persons calling the meeting.
- Section 8. *Quorum and Voting.* Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or by these Bylaws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.
- Section 9. *Action by the Board.* Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing or by email to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a telephone conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- Section 10. *Notice of Meetings.* Notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be emailed or mailed to each director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary), at least seven (7) days before the day of which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by email or given personally or by telephone, no less than forty-eight (48) hours before the time at which such meeting is to be held. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto, or at its commencement, the lack of notice to him or her.

Article 5. OFFICERS, EMPLOYEES AND AGENTS

- Section 1. *Number and Qualifications.* The Officers of the Corporation shall be Executive Director; Secretary; Treasurer; and such other Officers, such as one or more Deputy Directors, as the Board of Directors may appoint. One person may hold more than one office in the Corporation except that no one person may hold the offices of Executive Director and Secretary. No instrument that requires signature by more than one Officer may be signed by one person in more than one capacity.
- Section 2. *Election and Term of Office.* The Officers of the Corporation shall be chosen at the annual meeting of the Board of Directors.
- Section 3. *Employees and Other Agents.* The Board of Directors may appoint such employees and other agents as it shall deem necessary, each of whom shall hold office during the pleasure of the Board, and shall have such authority and perform such duties and shall receive compensation. The particulars of such positions, and the compensation of such employees and other agents, will be established by a majority vote of the entire Board of Directors.
- Section 4. *Removal.* Any Officer, employee or agent of the Corporation may be removed with or without cause by a majority vote of the entire Board of Directors.
- Section 5. *Vacancies.* In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.
- Section 6. *Executive Director: Powers and Duties.* The Executive Director shall preside at all meetings of the members and of the Board of Directors, shall have general supervision of the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. He or she has the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Corporation, all contracts authorized either generally or specifically by the Board. He or she will keep Corporate records including receipts, Corporate papers and Corporate correspondence and the monthly financial reports created by the Treasurer. He or she will keep a copy of any tax statements or correspondence with government tax agencies. He or she shall perform such other duties as shall from time to time be assigned by the Board of Directors.
- Section 7. *Deputy Executive Director: Powers and Duties.* A Deputy Executive Director shall have such powers and duties as may be assigned to him or her by the Board of Directors. In the absence of the Executive Director, a Deputy Executive Director, in the order designated by the Board of Directors, shall perform the duties of the Executive Director.

Section 8. *Secretary: Powers and Duties.* The Secretary shall act as Recording Secretary of all meetings of the members and of the Board of Directors, unless another individual is appointed by the Board of Directors to serve in this capacity. He or she shall be responsible for giving timely notification of such meetings. The Secretary shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of Corresponding Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 9. *Treasurer: Powers and Duties.* The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. The treasurer shall submit a monthly financial report to the Executive Director. All disbursements for expenses shall be processed through the Treasurer. The Treasurer will be responsible for submission and payment of taxes. At the annual meeting of the Board of Directors and whenever else required by the Board of Directors, the Treasurer shall render a statement of the Corporation's accounts. The Treasurer shall at all reasonable times exhibit the Corporation's books and accounts to any Officer or Director of the Corporation and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors, and shall when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.

Article 6. COMMITTEES

Section 1. *Committees of the Board.* The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an executive and other standing committees. The Executive Director of the Board of Directors shall appoint the Chairperson of each committee. Each committee so appointed shall consist of three or more Directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

- A. the filling of vacancies of the Board or on any committee;
- B. the amendment or repeal of the By-Laws or the adoption of the new Bylaws;
- C. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- D. the fixing of compensation of the Directors for serving on the Board or any committee.

Section 2. *Special Committees.* Special committees may be appointed by the Executive Director of the Board of Directors with the consent of the Board and shall have only the powers specifically delegated to him or her by the Board.

Section 3. *Committees of the Corporation.* The Board or the members may create committees of the Corporation. Committees created by the Board shall be appointed by the Executive Director of the Board of Directors with the consent of the Board.

Article 7. BOARD OF ADVISORS

Section 1. *Powers.* The Board of Directors may appoint from time to time any number of persons as advisors to the Corporation, to act either singly or as a committee or committees. Each such advisor shall hold office during the pleasure of the Board, and shall have such authority and obligations as the Board may from time to time determine.

Section 2. *No Compensation.* No such advisor of the Corporation shall receive any salary, compensation or emolument for any service rendered to the Corporation, except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

Article 8. CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. *Checks, Notes and Contracts.* The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents. The Treasurer is authorized to make and sign for routine reimbursements and disbursements in amounts not to exceed \$500 per invoice. The Board of Directors may authorize expenditures in greater amounts, to be effected by signature of both the Treasurer and the Executive Director.

Section 2. *Investments.* The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

Article 9. OFFICE AND RECORDS

Section 1. *Office.* The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

Section 2. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including the following records.

- A. A minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the members and of the Board of Directors. and other committees.
- B. Adequate and correct financial records.
- C. Membership records, including contact details.

D. All contracts to which NYVV is a party.

Section 3. Any member of the Board of Directors shall have the right to inspect all books and records of NYVV at a reasonable time and place.

Section 4. These Bylaws shall be published on-line.

Article 10. FISCAL YEAR

Section 1. The fiscal year of the Corporation shall be the calendar year.

Article 11. INDEMNIFICATION

Section 1. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a Director, Officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

Article 12. AMENDMENTS

Section 1. These By-Laws may be amended by the affirmative vote of a majority of the entire Board at any meeting of the Board of Directors, providing notice of the proposed amendment has been included in the notice of meeting.

Article 13. OTHER MATTERS

Section 1. *Notice of Meetings.* Notices of meetings of the Board of Directors shall be sent by email at least six days in advance.

Section 2. *Rules.* The current edition Robert's Rules of Order in all cases in which those rules are not inconsistent with these Bylaws or other rules and regulations adopted by the Board of Directors shall govern NYVV activities.

Section 3. *Dissolution.* NYVV may be dissolved by a vote of its Board following the same process governing amendments to these Bylaws. Upon the dissolution or winding up of NYVV, the assets remaining after payment, or provision for payment of all debts and liabilities of NYVV, shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for social welfare purposes and that has established its tax-exempt status under IRC Sections 501(c)(3) or 501(c)(4). Such recipient shall be selected by a majority of the Board present and voting.

Article 14. FOUNDING MEETING

Section 1. The Founding Meeting shall be a meeting of all members of the Board of Directors of NYVV.

Section 2. The Founding Meeting will be chaired by the NYVV Executive Director.

- Section 3. Voting at the Founding Meeting shall be limited to
- A. Adopting or rejecting these Bylaws.
 - B. Electing the Executive Director, Deputy Executive Director and Secretary and appointing the Treasurer.
- Section 4. The proposed Bylaws will be sent via email to all initial NYVV Directors at least 7 days before the Founding Meeting. Up to 2 days before the Founding Meeting, the drafters of these Bylaws will accept comments and may make changes to the proposed Bylaws. Changes will be immediately sent to all Directors. 2 days before the Founding Meeting the comment period will end and no further changes to the Bylaws will be made prior to the Founding Meeting.
- Section 5. At the Founding Meeting, there may be discussion or debate about the Bylaws. At the Founding Meeting, amendments will be considered by the drafters and incorporated into the text if agreed by a unanimous vote of the Directors.
- Section 6. On a motion by a Director and followed by a 4/5 vote, discussion or debate of the Bylaws will end. Immediately following a majority vote to end discussion, there will be a vote to adopt or reject the Bylaws.
- Section 7. The Bylaws must be adopted by a unanimous vote of the Board of Directors.