

BYLAWS
OF
TEEN NETWORK

The name of the organization is Teen Network. The organization is organized in accordance with the Washington Nonprofit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

The purpose of the non-profit organization, Teen Network, is to provide services, education, and awareness related to Youth homelessness, prevention, resources.

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I
MEETINGS

Section 1. Special Meetings. Special meetings may be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 2. Notice.

Written notice of all meetings shall be provided under this section or as otherwise required by law. Written communication includes electronic communication, such as email, or other digital platforms approved by the Board of Directors. The notice shall state the place, date, and hour of the meeting, and, if for a special meeting, the purpose of the meeting.

Section 3. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 4. Quorum.

A majority of the directors, defined as 75% of the current seats held, shall constitute a quorum for conducting business at a meeting. In the absence of a quorum, a majority of the directors present may

adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business that could have been transacted at the originally scheduled meeting may be conducted. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

Section 7. Tie-Breaking Vote. In the event of a tie vote on any matter requiring a decision by the board of directors or any committee of the organization, the president shall have the authority to cast a tie-breaking vote. The president's tie-breaking vote shall be considered final and decisive in resolving the tie, ensuring that the organization can proceed with its decision-making process.

ARTICLE II DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of up to 10 directors with a minimum of 4 and will include at least 1 youth representative.

Section 2. Election and Term of Office.

Each director shall serve a term of three (3) years or until a successor has been elected and qualified. Directors may be re-elected for up to three (3) consecutive terms. After serving three consecutive terms, a director must take a one-term (3-year) hiatus before becoming eligible for re-election. This policy ensures opportunities for new leadership while allowing experienced directors to return after the required hiatus.

Section 3. Quorum. A majority of the directors, defined as 75% of the current seats held, shall constitute a quorum for conducting business at a meeting.

Section 4. Adverse Interest. A director is required to disclose any adverse interest in matters before the Board. Upon such disclosure, the director must abstain from voting on matters where the adverse interest exists. The disclosure and abstention shall not disqualify the director from being counted for the purpose of determining a quorum, nor shall it invalidate the actions of the Board or the quorum.

Section 5. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be

presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 9. Removal / Vacancies. A director shall be subject to removal, with cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 10. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

Section 11. Rights and Responsibilities. Members of the Board of Directors shall uphold the values and principles of the organization and actively contribute to its goals.

- Board members shall not make statements to the media (press, social media, etc) without Board discussion and approval.
- Any assurances of sponsorship, signing of contracts with potential partners, or promises of funding requires Board discussion and approval.
- Any use of consultants, on behalf of the organization (legal, financial, ethical, logistical) requires board approval first.

Section 12. Director Liability. Each director is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the Organization. If a director acts in good faith and in a manner that is reasonably in line with the best interests of the Organization as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the Organization.

Directors who fail to comply with this section of these Bylaws shall be personally liable to the Organization for any improper acts and as otherwise described in these Bylaws.

ARTICLE III

OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President and a Secretary. Two or more offices may be held by one person, although the offices of Secretary and President cannot be held concurrently by the same person. The President may not serve concurrently as a Vice President.

President/Chairman. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any

records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Section 2. Election and Term of Office. Officers shall be elected by the Board of Directors. Each officer shall serve a three year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors at their discretion. The Board of Directors may also opt to continue with less Board members.

ARTICLE IV

CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V

AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VI

DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than 75% vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certification

Signature: _____

Date: _____

