

# Truth Has A Voice Foundation Bylaws

## ARTICLE I Name and Purpose

**Section I:** The name of the organization shall be the Truth Has A Voice Foundation.

**Section II:** The organization is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific business purpose of the organization shall be to support free, objective, and fact-based journalism in the Upper Arkansas Valley, providing support for development of community journalism and informative programming, as well as promoting educational opportunities in journalism that lead to a better-informed community, civil discourse and government accountability.

**Section III:** In pursuit of its purpose, a primary program of the organization shall be to sustain the operation of *Ark Valley Voice* as a nonprofit news source that will be a voice in pursuit of truth in the Upper Arkansas Valley by providing objective, factual journalism that supports the purpose of the organization while reflecting the values of the community.

A secondary program is to promote civic education and outreach in the community to encourage civil discourse in support of the Constitutional Republic in which our fealty is to the Constitution and the Rule of Law.

## ARTICLE II: Location

The principal office of the corporation shall be 101 North F St. Ste. 201, Salida, CO. 81201.

## ARTICLE III: Membership

Truth Has A Voice Foundation has no members.

## ARTICLE IV: Board of Directors

**Section 1: Board Role.** Truth Has A Voice Foundation shall be governed by a Board of Directors made up of no less than three members, and no more than 11 members. The Board shall be responsible for governing the business of the foundation, and may delegate responsibility for day-to-day operations to Board committees, officers or others.

**Section 2: Voting.** The Board shall act by passing motions. All motions brought before the Board require a simple majority to pass, unless otherwise stated hereunder.

**Section 3: Meetings.** The Board shall meet bi-monthly, unless otherwise agreed upon. Under no circumstances shall the Board meet less than quarterly. Meetings shall take place at a place and time, if agreed upon in the previous meeting, or otherwise as set forth in a notice by the President to all Board members.

Any Board members may be included in meetings by way of electronic communications if they are not able to be present in person. All Board meetings will be conducted according to procedures outlined in the governance policies. All Board meetings will have minutes taken and those minutes will be made available to the public upon request.

The Board shall conduct meetings in accordance with Robert's Rules of Order or such other procedures such as the simplified "[Bob's Rules of Order](#)" as the Board may adopt.

**Section 4: Board Elections.** New Board members must be elected by at least a two-thirds majority vote among existing Board members at any official meeting where proper notice has been given.

**Section 5: Election Procedures.** Any member of the Board can make a nomination of a new Board member. Nominations must be persons who support the purposes of the foundation (See Article I). Board members shall cast a vote at the designated Board meeting or by way of proxy, which must be received by the date and time of the meeting.

**Section 6: Terms.** All Board members shall serve two-year terms but are eligible for reelection. Board Terms shall expire at the end of the fiscal year of the organization. Elections shall be held whenever a vacancy occurs, with regular elections for expiring terms to be held during or before the last month of fiscal year. The Board may set the seats on the Board to expire in staggered terms, some in odd and some in even years.

**Section 7: Quorum.** To be an official meeting, a Board meeting must be attended by a minimum of fifty percent of the Board, but no fewer than three; either attending in person or via electronic communications.

**Section 8: Vacancies.** Potential candidates for new Board members may be proposed by any Board member, or Board committee or Advisory Board member, when a vacancy exists on the Board. The Board can also send out formal nomination invitations in regular Board meeting announcements, to be voted on at the next official Board meeting. Vacancies can be filled as they become available.

**Section 9: Resignation, Termination and Absences.** Resignations from the Board must be presented in writing and received by the president of the Board.

A Board member may be removed for cause by a two-thirds majority vote of the remaining members. Whether cause exists shall be decided by the Board at any official meeting. Board members may request short-term leave by submitting the request to the President. The President will notify the Board and the Board will vote on the leave request at the next official meeting.

If a Board member is not on approved short-term leave and misses either more than three consecutive, previously-scheduled meetings, or more than three meetings in any 12-month period, that Board member may be immediately terminated by a simple majority vote at any official meeting.

## **ARTICLE V – Type and Role of Officers**

**Section 1: Officers and Duties.** There shall be four officers of the Board consisting of a President, Vice President, Secretary and Treasurer. Officer roles may be combined as permitted by the Colorado Secretary of State. The officers shall be elected annually by the Board and shall serve one-year terms. Their duties are as follows:

**The President** shall convene regularly-scheduled Board meetings, and shall preside, or arrange for another officer to preside at each meeting in the following order: Vice President, Secretary and Treasurer. The President shall be counted for purposes of quorum requirements, but shall only vote on matters brought before the Board where a tie exists.

**The Vice President** will chair committees on special subjects as appointed by the President. If necessary, the Vice President assumes the roles and responsibilities of the President in the absence of the President.

**The Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and working with other officers to assure that corporate records are maintained. The Secretary may delegate to another the taking of notes at the meetings.

**The Treasurer** shall make a report at each Board meeting. The Treasurer shall chair the finance committee (when formed), assist in the preparation of the budget and make financial information available to Board members and, when requested, to the public.

**Section 2:** Any officer elected by the Board of directors shall be subject to removal, with cause, by an action of a two-thirds majority vote at any official meeting.

**Section 3:** The Board may also appoint officers of the corporation who shall have powers, rights, and responsibilities determined by job description or by contract. Any officer of the Board may also be an officer of the corporation.

By default, the President of the Board shall also be **President** of the corporation with authority to carry out the day-to day-tasks between meetings, consistent with the policies and actions by the Board.

One such officer shall also include the office of **Managing Editor** of the *Ark Valley Voice* digital media news publication who shall serve as Chief Executive Officer of *Ark Valley Voice*, with full editorial independence, and with control over the business affairs of *Ark Valley Voice* as the Board may provide by job description or contract.

## ARTICLE VI – Committees

**Section 1: Committees.** The Board shall have standing committees as outlined in this Article VI. The functions, duties and composition of each of the committees shall be established by a Committee Description that is approved by the Board of directors. The Board may also approve advisory committees as needed.

**Section 2: Finance Committee.** The Finance Committee will assist the Treasurer in overseeing financial health and management of Truth Has A Voice Foundation programs, and in making annual and quarterly budget guidelines.

**Section 3. Executive Committee:** The Executive Committee shall be comprised of the President, Vice President, Secretary and Treasurer. It is authorized to act on behalf of the Board outside of properly noticed meetings when full Board action is impracticable.

**Section 4. Advisory Committee.** The Advisory Committee shall have a minimum of three members, at least one who is associated with *Ark Valley Voice* publications, and act in an advisory capacity to coordinate efforts aligning with the purpose of the foundation.

**Section 5. Development Committee.** The Development Committee shall have a minimum of two members who support the Board President and *Ark Valley Voice* Publisher/Managing Editor. It is charged with enlarging a sustainable base of financial support by securing corporate sponsors/underwriters and stewarding individual donors.

**Section 6. Governance Committee.** The Governance Committee shall have a minimum

of two members whose focus is to draft/update and monitor policies to bring to the Board, keeping Truth Has a Voice Foundation in good standing with regulatory bodies, grant funders and nonprofit rating entities such as [Candid/GuideStar](#).

**Section 7: Minutes.** Every committee shall keep regular records of its proceedings and send those minutes to the Secretary for storage after each meeting.

**Section 8: Quorum.** At all meetings of committees, a quorum of at least 51 percent of the committee members shall constitute a quorum for the transaction of business and each member shall be entitled to one vote.

## ARTICLE VII – Special Rules

**Section 1: Indemnification.** The corporation shall defend, indemnify, and hold harmless any Director, Officer, or former Director or Officer of the corporation or any person who may have served at its request against any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been an Officer or Director of the Corporation, to the fullest extent allowed by applicable law.

**Section 2: Contracts.** Any contract entered into by the Truth Has A Voice Foundation must follow the policies and procedures of the Truth Has A Voice Foundation regarding contracts approved by the Board.

**Section 3:** All checks, deposits, donations and grants will be handled according to the accounting and financial policies of the Truth Has A Voice Foundation and its fiscal sponsor (if any) as approved by the Board.

**Section 4:** All founding documents, minutes of Board and committee meetings, financial records, and any other pertinent records must be kept in a location that has been disclosed and accessible to all Board members.

**Section 5:** The fiscal year of Truth Has A Voice Foundation runs from July 1 to June 30.

## ARTICLE VIII – Dissolution

Upon the dissolution of the corporation, the Board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes as described in Article II, and as shall at the time qualify as an exempt organization or organization under Section 501(C) (3) of the internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of directors shall determine.

Any such assets not so disposed of shall be disposed of by the District Court for the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, the Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE IX – Amendments**

These bylaws, along with the Articles of Incorporation can be amended at any official meeting of the Board upon a two-thirds majority vote of Board members.

Adopted by Resolution : January 18, 2024