



RESCQU NET  
Tax-Exempt Non-Profit  
EIN: 46-627436

BYLAWS OF RESCQU NET  
(Formerly and legally doing business as TRANS\* YOUTH CHANNEL)

Bylaws as ratified and amended on the  
07th of March, 2016

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**Notes of changes from prior bylaw versions:**

March 7<sup>th</sup> 2016:

- Changed all instances of RESCQU NET in the bylaws except the logo and where mentioning Trans\* Youth Channel as a prior name.
  - This change is coming on the heels of a re-branding process for the organization from Trans\* Youth Channel to RESCQU NET.
  - Filings were done with the state for a trade name doing business as RESCQU NET. No filings have been changed with the 501(c)3 at this time nor has the organization's lawyer done any changes.



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## **Bylaws of RESCQU NET**

(A Colorado tax-exempt non-profit corporation)

### **Article 1: Offices**

#### **Section 1.1 Principal Office**

The principal office of the corporation is located in Larimer County, State of Colorado.

#### **Section 1.2 Registered Offices**

The Corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Colorado. The registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

#### **Section 1.3 Business Offices**

The principal office of the Corporation in the State of Colorado shall be at such location as the Board of Directors shall determine. The Corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors may determine from time to time.

### **Section 2. Change of Address**

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address:     6715 Autumn Ridge Dr

Unit 2



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Dated: January, 04 2014

New Address: \_\_\_\_\_

\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_\_\_

New Address: \_\_\_\_\_

\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_\_\_

**Section 3. Other Offices**

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

## **Article 2: Nonprofit Purposes**

### **Section 1. The Name of This Corporation**

The name of this corporation shall be known as RESCQU NET standing for: Resources Empowering the Stealth, Closeted, Questioning, and Under-Resourced on the NET. (formerly known Trans\* Youth Channel and legally to remain Trans\* Youth Channel until later noted.)

### **Section 2. IRS Section 501(c)(3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

### **Section 3. Specific Objectives and Purposes**

The specific objectives and purposes of this corporation shall be two-fold:

1) Furthering the reach of brick and mortar non-profit organizations to support online closeted communities that cannot find the vital and physical resources they need to live close by, including but not limited to educational, religious, scientific, and charitable means. The means of providing such service will be through the providing of online presence in social media for these nonprofits, the instruction and certification of organizations and volunteers to better support the community, and the facilitation of networks for organizations to grow and learn.

2) To support and educate closeted communities both within and outside of the Transgender community as to daily life challenges, opinions, and the process of transition and the growth of sexuality. The means of providing such will be through the use of online social media, videos every day toward the communities that will help enrich our entire viewership.

As noted RESCQU NET will be primarily an online group that uses various sites



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in social media, PR tactics, and communications throughout its work while encouraging interpersonal and small group interactions with the closeted community in a safe and private environment. As such website creation, communications, and other areas of business are to be regarded as relative activities necessary to further its main purposes and pursuits. These channels will be used to fund-raise, including the selling of wares for non-profit gains, build audience, and speak with other organizations, and solicit volunteers in the same manner.

## **Article 3: Directors**

### **Section 1. Number of Directors**

The corporation shall have no less than two (2) directors. The executive Director/CEO of the corporations shall be an *ex officio* nonvoting member of the board of directors. As of the founding of this corporation there shall be six directors; the president, Vice President, secretary, treasurer, employee representative, and a business representative. These six directors will be collectively known as the board of directors.

### **Section 2. Qualifications**

Directors shall be of the age of majority in this state but need not be residents of the state of Colorado. All board positions may be covered by anyone interested without regard for innate talents or discrimination including but not limited to one's race, credence, religion, sexuality, gender identity, sex, financial status, or nationality. Further, Should a large majority carry similar traits in common; it must not be a result of choice selection, but rather one of coincidence. Should someone be found responsible for selecting a specific sub-group, it will be considered a conflict of interest and action shall be taken on part of the board up to and including expulsion from their position on the board.

### **Section 3. Powers**

The affairs of the Corporation shall be managed by its Board of Directors. Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

### **Section 4. Duties of Acting Directors**

It shall be the duty of the directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, properly assessed job descriptions, or by these bylaws;

2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
3. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these bylaws;
5. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof;
6. And plan for the necessary continuation of the organization by either operations including but not limited to volunteer drives, fundraising efforts, or grant applications.

#### **Section 5. Term of Office**

Each director shall hold office for a period of 1 to 3 years and until his or her successor is elected and qualifies. Every year elections will be held for a minimum of one third(1/3) of board positions at any given time. Such elections will be held on the 1<sup>st</sup> Sunday meeting of February of each year and elected candidates will be announced on the first Sunday of March of each year. All Directors shall serve until they resign, are removed or until their successors are duly elected and qualified. Directors shall have equal voting privileges to consist of one vote each. Appointed Chief Executive Officers, or qualifying Executive Directors are exempt from this re-hiring rule but must continue to be a non-voting member as long as they hold their position as CEO or Executive Director.

#### **Section 6. Compensation**

Directors and committee members shall not receive compensation for their services as such; however, the reasonable expenses of Directors and committee members of attendance at meetings may be paid or reimbursed by the Corporation. Directors and committee members shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity. It should be noted however that expenses required by directors to the organization such as Give/Get rules may still be enforced.

### **Section 7. Place of Meetings**

Due to the nature of the organization, meetings shall be held Online via any group video service including but not limited to Google Hangouts, Skype, Meet-up, YouTube, or a private server such as IRC. Meetings will be started by board members at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors. These meetings can but need not be recorded.

### **Section 8. Regular Meetings**

Regular meetings of directors shall be held at 8:00 pm mountain time on Sundays unless such day falls on a legal holiday, in which event, the regular meeting shall be held at the same hour and place on the next business day.

If this corporation makes no provision for members, then, at the regular meeting of directors held on each year of the first Sunday of February, directors shall be elected by the board of directors. Voting for the election of directors shall be by secure online ballot through secure 3<sup>rd</sup>. party services. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board, and announced at the meeting on the first Sunday of March for that year.

### **Section 9. Special Meetings**

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Notice of any special meeting shall state the purpose(s) of the special meeting.

Such meetings shall be held Online via any group video service including but not limited to Google Hangouts, Skype, Meet-up, YouTube, or a private server such as IRC, or if different, at the place designated by the person or persons calling the special meeting.

### **Section 10. Notice of Meetings**

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a. Regular Meetings.** No notice need be given of any regular meeting of the board of directors. Should notice be given however it shall state the date, time and place of the meeting and shall be given to each director through means of letter, email, or other written notification at least one(1) day prior. A public event invitation will also serve as notice of the meeting with RSVP (notice of meeting need not be the same for each Director).
- b. Special Meetings.** At least one week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. A public event invitation will also serve as notice of the meeting with RSVP. (Notice of meeting need not be the same for each Director.) In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
- c. Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

### **Section 11. Quorum for Meetings**

A quorum shall consist of one person less than half of the Directors of the board serving the Corporation at the time of notice of a meeting of Directors. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no

business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

### **Section 12. Majority Action as Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

### **Section 13. Conduct of Meetings**

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated, or in his or her absence, the president of the corporation, or in his or her absence, by the vice president of the corporation, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the board of directors, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

### **Section 14. Telecommunication, and Online Meetings**

As previously noted meetings can and under normal circumstances, shall be held Online via any group video service including but not limited to Google Hangouts, Skype, Meet-up, YouTube, or a private server such as IRC, or if different, at the place designated by the person or persons calling the special meeting. Directors or the members of any committee of the Board may participate in a regular or special meeting by, or conduct the meeting through any means of communication by which all members participating may hear each other during the meeting. A Board Member or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 15. Action Without Meeting**

(a) Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if each and every member of the Board or committee in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each Director or committee member who delivers a writing described in this Section 4.9 to the Corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

(b) Action is taken under this Section 4.9 only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors or committee members then in office were present and voted.

- 1 (c) No action taken pursuant to this Section 4.9 shall be effective unless writings describing the action taken and otherwise satisfying the requirements of Section 4.9(a), signed by all Directors or committee members and not revoked pursuant to Section 4.9(d), are received by the Corporation. Any such writing may be received by the Corporation by facsimile, electronic mail, or other form of wire or wireless communication permitted by the Act. Action taken pursuant to this Section 4.9 shall be effective when the last writing necessary to effect the action is received by the Corporation unless the writings describing the action taken set forth a different effective date.
- (d) Any Director or committee member who has signed a writing pursuant to this Section 4.9 may revoke such writing by a writing signed and dated by the Director or committee member describing the action and stating that such member's prior vote with respect thereto is revoked, if such writing is received by the Corporation before the last writing necessary to effect the action is received by the Corporation.
- (e) Action taken pursuant to this Section 4.9 has the same effect as action taken at a meeting of the Board of Directors or committee members and may be described as such in any document.
- (f) All signed written instruments necessary for any action taken pursuant to this Section 4.9 shall be filed with the minutes of the meetings of the Board or the appropriate committee.

### **Section 16. Vacancies**

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased or (3) a pool of candidates is deemed unsatisfactory to fulfill the needs and requirements of that board position as outlined by the job description for that position.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, and an additional two weeks or until a replacement can be announced, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be

left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state and by a majority vote of the Directors present at a meeting at which a quorum is present, excluding the Director in question.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

#### **Section 17. Deemed Assent**

A Director who is present at a meeting of the Board when action is taken is deemed to have assented to all action taken at the meeting unless (a) the Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or (b) the Director contemporaneously requests the Director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (c) the Director causes written notice of the Director's dissent or abstention as to any specific action to be received by the presiding Officer of the meeting before the adjournment thereof or by the corporation promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to a Director who votes in favor of the action taken.

#### **Section 18. Non-liability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### **Section 19 Indemnification by Corporation of Directors and Officers**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.



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## **Section 20. Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

## **Article 4: Officers**

### **Section 1. Designation of Officers**

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. The corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

### **Section 2. Qualifications**

Any person who has served as a volunteer for the organization for a period of at least one month may be considered for a position as an officer in the organization. As an officer they must submit themselves to hiring processes set forth by the board of directors in the job description of such job as noted either here in the bylaws, or by general rule for any positions not specified.

### **Section 3. Election and Term of Office**

Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **Section 4. Removal and Resignation**

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation and leave said position two weeks after. Any such resignation shall take effect two weeks from the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation. Such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

**Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

**Section 6. Duties of President**

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

**Section 7. Duties of Vice President**

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

**Section 8. Duties of Secretary**

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

## **Section 9. Duties of Treasurer**

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

### **Section 10. Compensation**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

## **Article 5: Committees**

### **Section 1. Executive Committee**

The board of directors may, by a majority vote of its members, designate an Executive Committee consisting of 4 board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee, and fill vacancies on the Executive Committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

### **Section 2. Advisory Boards**

The Chair of the Board may from time to time form one or more advisory boards, committees, auxiliaries or other bodies composed of such members, having such rules of procedure, and having such chair, as the Chair of the Board shall designate. The name, objectives and responsibilities of each such advisory board, and the rules and procedures for the conduct of its activities, shall be determined by the Chair of the Board. An advisory board may provide such advice, service, and assistance to the Board, and carry out such duties and responsibilities for the corporation as may be specified by the chair of the Board; except that, if any such committee or advisory board has one or more members thereof who are entitled to vote on committee matters and who are not then also Directors, such committee or advisory board may not exercise any power or authority reserved to the Board by the Act, the Articles of Incorporation or these Bylaws. Further, no advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the corporation without the express approval of the Chair of the Board

### **Section 2. Other Committees**

The corporation shall have such other committees as may from time to time be designated

by resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

### **Section 3. Rules of Committees**

Each committee may adopt rules for its own government not inconsistent with the Articles of Incorporation, these Bylaws, any rules adopted by the Board of Directors, or the Act.

### **Section 4. Limitations of Committee Power**

No committee shall have the authority to amend, alter or repeal Bylaws; elect, appoint or remove any member of a committee or any Director or Officer of the Corporation; amend, alter or repeal any resolution of the Board; or to approve any acts forbidden to be authorized by committees pursuant to the Act.

### **Section 5. Meetings and Action of Committees**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## **Article 6: Execution of Instruments, Deposits, and Funds**

### **Section 1. Execution of Instruments**

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **Section 2. Checks and Notes**

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

### **Section 3. Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

### **Section 4. Gifts**

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

### **Section 5. Proxies**



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Unless otherwise provided by resolution adopted by the Board of Directors, the Chair may from time to time appoint one or more agents or attorneys in fact of the Corporation, in the name and on behalf of the Corporation, cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other Corporation, association or other entity any of whose stock or other securities may be held by the Corporation. The Chair may instruct the person or persons so appointed as to the manner of casting such votes, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as he may deem necessary or proper.

## **Article 7: Corporate Records, Reports, and Seal**

### **Section 1. Maintenance of Corporate Records**

The corporation shall keep at its principal office:

- a) Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.
- e) All financial statements and forms 990 prepared for periods ending during the last three years;
- f) The Corporation's application for recognition of exemption and the tax-exemption determination letter issued by the internal revenue service; and
- g) All other documents or records required to be maintained by the corporation at its principal office under applicable law or regulation.

### **Section 2. Corporate Seal**

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **Section 3. Directors' Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

### **Section 4. Members' Inspection Rights**

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the secretary of the corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the corporation or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

### **Section 5. Right to Copy and Make Extracts**



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Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

### **Section 6. Periodic Report**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

## **Article 8: IRS 501(c)(3) Tax Exemption Provisions**

### **Section 1. Limitations on Activities**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### **Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, 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 of this corporation.

### **Section 3. Distribution of Assets**

The property of this corporation is irrevocably dedicated to the education of all communities toward Trans\* rights, lifestyle, and education. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively to further education of Trans\* or LGBT right and lifestyles, in all communities, and which has established its tax-exempt status under section 501(c)(3) of the internal revenue code, and the state in which it resides.



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#### **Section 4. Private Foundation Requirements and Restrictions**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **Article 9: Conflict of Interest and Compensation Approval Policies**

### **Section 1. Purpose of Conflict of Interest Policy**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation, RESCQU NET's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2. Definitions**

#### **a. Interested Person.**

Any director (including an alternate director), principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **b. Financial Interest.**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors

that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 3. Conflict of Interest Avoidance Procedures**

#### **a. Duty to Disclose.**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **b. Determining Whether a Conflict of Interest Exists.**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **c. Procedures for Addressing the Conflict of Interest.**

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the

governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

**d. Violations of the Conflicts of Interest Policy.**

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4. Records of Board and Board Committee Proceedings**

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 5. Compensation Approval Policies**

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a. the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;
- b. all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
  1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
  2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
  3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
  4. has no material financial interest affected by the compensation arrangement; and
  5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- c. the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
2. the availability of similar services in the geographic area of this organization;
3. current compensation surveys compiled by independent firms;
4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
  1. the terms of the compensation arrangement and the date it was approved;
  2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
  3. the comparability data obtained and relied upon and how the data was obtained;
  4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
  5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or

committee meeting;

6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

### **Section 6. Annual Statements**

Each director (including alternate directors), principal officer and member of a committee with Board delegated powers shall annually sign a statement (an example of which is attached hereto as **Appendix A**) which affirms such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 7. Periodic Reviews**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following

subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

### **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

APPENDIX A

## RESCQU NET

## Conflict of Interest Policy: Affirmation of Compliance

I have received and carefully read the Conflict of Interest Policy for Board members and staff with significant decision making authority of \_\_\_\_\_ (the "Organization") and have considered not only the literal expression of the policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the Conflict of Interest Policy. I further understand that the Organization is a non-profit organization and in order to maintain its tax-exempt status, it must primarily engage in activities that which further its mission.

If any situation should arise in the future that I think may involve me in a conflict of interest, I will promptly and fully disclose in writing the circumstances to the Chair of the Board of Directors of the Organization.

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Name (please print)

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Signature

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Date

## Review and Reaffirmation

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Signature

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Date

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Signature

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Date

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Signature

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Date

## **Article 10: Public Media Relations**

### **Section 1.1 Intents & Purposes of this Article**

This article of our bylaws is intended to restrict and guide public relations by, for, or of the organization in print, online, digital, and other media, but in most cases enforcement of this article will be subject to the board of directors and higher management of the organization. This policy is not intended as a strict rule book, but more as a set of guidelines that will outline how our organization will interact with our volunteers, members, the public, and organizational entities. Any acts by the board, must however be based on case by case decisions off of this article 10 of the RESCQU NET bylaws, the articles of incorporation, and any state or federal law and by what research, or other guidelines the board seems suitable and fair. It should be noted however that while the board will be using this document for legal purposes, it is intended to be a general instruction manual for media relations for all other volunteers, faculty, and the board of RESCQU NET in addition to our members.

In the next several sections of this article RESCQU NET will outline general guidelines, values, restrictions, and allowances to public relations of the organization in traditional media, print media, and in online social media. It will then provide further considerations for the board and management of this organization when facing difficulties in public relations including copyright licensure, processes of enforcement and freedoms of the public.

### **Section 1.2 Importance of Public Relations Policy:**

As a Media and communication organization RESCQU NET recognizes the importance of the Internet in shaping public thinking about our organization and our current and potential services. We also recognize the importance of empowering advocates, members, volunteers and our employees to join in and help shape vital public conversations through interaction in social media, traditional media forums, community forums, written communications and more. We are therefore committed to supporting and facilitating honest, transparent, and knowledgeable dialogue by way of social media, interviews, panels, forums, and other public relations.

It should also be said however, that RESCQU NET does not follow the, “any press is good press” policy. It should be well imparted to all members of RESCQU NET that values set forth in section 4.3 or this article 10 of the bylaws are vital to the success and view of our brand, mission, and overall work in the LGBT+ and intersected communities. Due consideration of these values will be given in all public relations issues brought to the board and violation of these values can include any suitable and just action taken by the board on a case by case basis up to and including legal action.

### **Section 2.1 Traditional Media**

This section refers to public relations that exclude physical “print” publications and interactions found on social media and blogging content sites. Traditional media includes but is not limited to RESCQU NET’s presence or reference in any way on television, boards, panels, public meetings, public forums, interviews, for educational purposes and more.

### **Section 2.2: Importance of Traditional Media Policy**

Traditional media has since the dawn of radio in 1930s been the principle mode of conveying information to a large public. It is currently still a vast resource for information as people listen to NPR, CBS, ABC, and more. Since the development of television visual and auditory media have made great efforts to distance themselves from traditional media and that of print media spoken about in section 3 of these bylaws. Media has at the heart of it a sense of advocacy, and integration of public values, and a tug and pull from one side of an argument to another. It is therefore traditionally biased in greater ways than that of print media. One can scarcely make a comment on a major situation or governmental policy without someone pulling content out of context and references to original documents is by and large impossible to achieve. Avoiding the misrepresentation of organization’s intents are therefore an art in humility for organizations and requires specific rules for handling public appearances as outlined below.

### **Section 2.3: Organizational guidelines in traditional media**

RESCQU NET wishes to empower its organization members, volunteers, and other representatives to speak for the betterment of the community but not FOR the organization or the community unless given permission to align one’s self with our organization or if they are explicitly informed by facts, statistics, or properly referenced

content (including the entity responsible for that content, original study for the fact, and a way to reach it such as a URL or educationally created reference). As a general rule then, all members of RESCQU NET are free to speak on the organization's behalf as long as their opinions are based and the organization is aware of it. When doing so though, please bear in mind the following rules:

1. In order to prevent mis-representation of the organization any traditional media presentations including but not limited to events, branding on other organization's content, comments for the media, interviews, public appearances, and panels, must be given informed consent by the CEO of RESCQU NET, the Chair of the board, president, or business representative of the board, or any 2 members of the board. Additionally one can inform the branding director, social media director, or events director and they will inform one member of the aforementioned list. Should any of the management or board members mentioned be asked to make an appearance no consent is necessary, but another member of the organization must be informed of the occurrence and if possible an artifact of that appearance should be attained.
2. All people involved in a traditional media appearance must exercise due diligence of delivering traditional media artifacts including but not limited to recordings of public relations, transcripts of interviews, podcasts, and others to higher management and the CEO, president, board chair, social media director, or branding director as quickly as possible up to a maximum of 90 days from the event occurrence. It must then be reviewed for possible oversights of representation of the organization by that member or the appropriate officer.
3. Should the officer reviewing any artifacts or media deem this content to be a true representation of RESCQU NET's brand, values, representation and otherwise, it is highly encouraged that it be spread across print, social, or traditional media to a wide variety of channels so as to allow for multiple biases in order to make up for the extreme bias most traditional media provides. It should be noted and highly encouraged that personal statements from RESCQU NET's higher management should also be provided when spreading approved RESCQU NET content. Please follow all Social media

rules provided in Section 4 of this Article of the bylaws for further restrictions and recommendations.

4. Any traditional media released to the custody of RESCQU NET must be provided with recorded consent of the participants involved by way of a media release form. Any release forms are to be kept at the principle office of the organization and the Secretary of the organization must summon up any necessary media consent forms required in a Public Relations issue. If a release form is not available due diligence in researching the situation must occur. Consent in oral, visual, and written form is allowed but should be explicit.
5. All traditional media artifacts should be stored and indexed in the RESCQU NET records as quickly as possible and for as long as possible. These media artifacts are subject to expiration based on participant allowances on the media release form. If an expiration date is provided due diligence must be taken to respect that expiration date of the public media.
6. The board and the CEO of RESCQU NET reserve the right to provide further rules to these bylaws whenever deemed necessary as long as they are not directly relevant to a current or upcoming public relations issue. New rules applied to this document must be reviewed by the board and agreed upon with at least a quorum and vote.

### **Section 3.1 Print Media**

This section refers to physical “print” publications that are considered to exist in a prominent manner for more than 6 months or longer and excludes alternative traditional media such as television, video, podcasts, and social media communication on blogs. Print publications include but are not limited to online print articles, physical newspaper or magazine publications, self-published content outside of blogs, published books, quotes referring to or by RESCQU NET staff or ex-staff and more.

### **Section 3.2 Importance of print media policy**

As the oldest and most permanent of media sources print media is considered by and large to be the most stable and long term way of disseminating information to others.

Records are still kept by government agencies, corporations, and other entities because of its very binding nature. Legal tender especially in the form of contracts and other items are still provided in paper because of its object permanence. For this reason print media policy is important because any content provided in print involving, referring to, or for the organization must be carefully controlled and responsibility of those documents must be properly recorded. Should print documents be referenced in other media it is the organization's responsibility to ensure this information is not misinformed and the best way of doing this is to ensure any RESCQU NET syndicated print media is edited and okay'd by the organization. Any 3<sup>rd</sup> party media such as other news outlets should include proper source to our organization.

### **Section 3.3 Organizational guidelines in Print Media**

Returning to RESCQU NET's base public relations wish, we want everyone involved in the organization to feel empowered to take an active role in speaking on behalf of improving the community, but once again not FOR the organization, its employees, its audience, or the community. Print media's permanence makes this further apparent as referenced documentation is much easier to do and mis-information can easily be made concrete by way of print. In general we will permit anyone to write or provide their own opinions or analysis of the organization but we ask that anyone referencing, involving, or writing for the organization keep these following guidelines in mind;

1. Any original written content made by, for, or on behalf of the organization and syndicated through use must be provided to a member of higher management, the chair of the board, business representative, or any 2 members of the board for editing, approval, and permission to publish the content. If content is not recorded as approved then RESCQU NET will not accept it as print media speaking by, for or of the organization and all content will be the personal responsibility of the person or persons who made it. In short, all created content that will involve RESCQU NET's brand or an official statement must be peer-reviewed by a member of higher management or the board.
2. Any approved print media must be recorded in a digital or physical log book at the principle office and be readily achievable should the board

require it for any public relations issues.

3. If content is approved but the approving member of higher management, or the board fails to log it, it is that member's responsibility to report it to the board under any restrictions found in Article 9 of these bylaws; conflict of interest policy, by the articles of incorporation, and by any state or federal laws.
4. All members of the organization including the community and other organizations are otherwise free to publish content regarding, including, or citing RESCQU NET or its official content under a creative commons copyright licensure (see article 11), but will not be considered official RESCQU NET approved print media unless approved as outlined in the log book or by a member of higher management or the board. Protections of the 1<sup>st</sup> Amendment of the United States apply and are enforced where applicable and it is of RESCQU NET's highest value that Freedom of Opinion be expressed by individuals inside and outside of the organization so if you are not speaking for the organization, peer review is not needed.
5. Any print media claiming to be officially approved print media for the organization that is not recorded or reported as official will not be considered official by the board and corrective action on the individual claiming such things may occur up to and including legal action as determined by the board of the organization, these bylaws, the articles of incorporation, and any state or federal laws.
6. The board and the CEO of RESCQU NET reserve the right to provide further rules to these bylaws whenever deemed necessary as long as they are not directly relevant to a current or upcoming public relations issue. New rules applied to this document must be reviewed by the board and agreed upon with at least a quorum and vote.

#### **Section 4.1 Social Media**

This section refers to the publication of content on social media sites including but not limited to Facebook, Twitter, YouTube, Blogger, Tumblr, Ello, and more. In

general this policy will refer to content that is searchable or consumable online, mostly temporary in the public eye, and involves crowdsourced content creation, but this will not always be the case. It does not include physical print media, traditional media such as television, podcasts, radio and more. It will be left to the board of directors on a case by case basis to categorize any issues brought to them under social media, traditional media, text media, or otherwise.

Social Media is a unique facet of Public Relations Policy deserving of its own section and can exist in many forms across the ever expansive and necessary Internet. For this reason more focus will be placed on Social Media Policy and its organization will be very different from the other two sections of this Public Relations Policy. This section will begin by discussing the many facets, in which social media will impact our organization, and then it will outline in detail our values, organizational roles, guidelines, and make clear several foggy areas of social media interaction such as the monitoring of personal social media channels, and handling interaction with the public.

#### **Section 4.2 Importance of social media policy**

Social media is fast becoming one of the largest and most necessary business industry tools for connecting to customers, donors, the community, content creators, partner organizations, funders and more. The success of the digital realm is almost synonymous with staying relevant in real life and it is for this reason that it has become the most important element of a non-profit's branding and fundraising attempts.

Social Media has also been the main tool by which the communities and the people are empowered to learn about their lives, their communities, and the world. We are more international now than we ever have been in our understanding of people and more visual in the way that we ascertain information taking in visual and auditory media at a far greater rate than that of text, so much so that this medium has changed the way that our brains think in classes and while taking in a large quantity of information. For this organization which seeks to bring information from brick and mortar LGBT+ organizations to the larger closeted online community; the online community and its medium is essential to not only speaking with our target audience, but supporting and providing for them. If we are to have a good and solid understanding of an invisible community we must respectfully and carefully interact with them online and for this reason, social media policy is necessary to guide us in the right direction and use this

powerful visual medium to the best of its ability, for the good of spreading resources to those less resourced.

### **Section 4.3 Our Organization's Social Media Values**

The vision of the organization is to achieve sustainable growth online that will cater to and facilitate resources for an online, closeted, and under re-sourced community must step carefully in how it operates online. These guidelines are followed and we structure our relationships online by a certain set of shared values that we live by as an organization, and as individuals because these values are integral to the success of our mission, vision, and the ultimate wellbeing of our audience. They are as follows:

1. **0-ANXIETY:** Ensuring by design that personal, social, financial, ecological, and other worries a person may feel are abated as easily as possible in their relationship with us.
2. **ACCESS:** Proactively seeking to provide information where even the most disparaged of our community will be looking for it to encourage 0 anxiety access to information.
3. **ACCOUNTABILITY:** Owning up to our restrictions, mistakes, as well as our positive outcomes and fixing them or accommodating as quickly and efficiently as possible.
4. **COMMUNICATION:** Ensuring that communication is as clear and concise as possible no matter what medium it takes, who it is to, and how it is done.
5. **DIVERSITY:** Educating, maintaining, and ensuring the equal participation and rights of all people so as to mitigate privileged hierarchies and elevate less privileged communities.
6. **PRIVACY:** Respecting every person's right not to disclose any information they feel they do not need or want to and seeking to request as little private information as possible.
7. **QUALITY:** Every bit of created content, facilitated event, shared material, and interaction should have utmost quality for the betterment of those receiving it most particularly in the value and validity of information, sharing of sources, and more.
8. **SECURITY:** Recognizing the dangers of "outing" or otherwise harming an individual online and seeing to prevent it in every way imaginable.

9. **TRANSPARENCY:** We shall ensure that all community members, media, and otherwise understand the true intentions of any move we make internally and the board shall uphold these requirements at all times.

These online social media principles are tied deeply to our communities and volunteers values. They are intended to strongly dictate the structure and actions of our organization and they should be demonstrated in the online social media space for every volunteer when acting on behalf of the organization.

#### **Section 4.4 Organizational Guidelines in Social Media**

Unlike the above policies for text and traditional media organizational guidelines in social media are much more difficult to spell out and as such it must be done in several sections. This section however will spell out the basics for how social media practices will be handled, and then future sections will move further in depth on this process.

1. It is of utmost importance that all people know they are free to share with, to, or on any social media wall “owned”, managed, or facilitated by RESCQU NET under their own names, but not under the name of the organization unless given express permission by way of the below process by a member of management or the social media coordinator. The process will change depending on whether content in question is shared or original content (an individual has created it and is requesting share or publish in RESCQU NET’s name).
2. All social media posts that are posted under the organization’s name or “brand” must be signed by an individual with their first preferred name or a chosen alias that they will go by. Aliases must be approved by management or the board. This signature in every post will be signified by a “~” and then the name of that individual.
3. All members of the Board and Management are free to post “as the organization” on all social media platforms as they see fit, but must sign those posts as content in any registries. Peer review is still highly recommended.
4. Members of the social media team will work with and coordinate with the social media coordinator to create valuable and well thought out posts for all organization content. The social media coordinator will have the power to “brand” that content with the logo, as well as giving permission to the social media volunteers and staff to do so as well.

5. **SHARED CONTENT:** Any content shared by individuals on, for, or mentioning the organization will be “vetted” by a member of the social media team or upper management and if they wish to carry that information members of the social media team are empowered to do so, but must include the following in any shared post:
  - a. They must ensure the validity and bias of the content.
  - b. They must ensure the privacy and security rights of those who shared it.
  - c. If it’s another organization’s content, due credit must be provided.
  - d. A link to the source of the content.
  - e. Their signed name signified by an “~”.
  - f. An optional statement about that content.
6. **ORIGINAL CONTENT:** Original content created by members of our organization must be submitted to the social media team privately to be spread, or shared to the page with express permission as RESCQU NET branded content. This can be achieved via email at [social.media@transyouthchannel.org](mailto:social.media@transyouthchannel.org), sharing a link to the content on social media to the organization’s page, or a private message requesting the spread of that content under the organization’s name.
7. Any content being confirmed and used as original content must have permission from the author to put our brand on it and consider it from the organization and must not have been simultaneously published under any other organization in which their copyright claims are “private”.
8. Any content made by an individual of the organization and branded by RESCQU NET must still give due credit to the original author by way of signing it with their name or alias as that author sees fit.
9. All “branded” content will by default have a “creative commons” licensure (see article 11), for use by other organizations as well as modifications and edits done to the original work by other organizations or entities provided that due diligence is given to inform us of those modifications in content.
10. Use or modification of “branded” original content in educational or personal circumstances is permitted without need to report it to the organization, but should not be spread online for monetary purposes.
11. Any content claiming to be RESCQU NET content but not recognized as such by the board, management, the social media team, or a member of the organization will be deemed not organizational content and we are not responsible for any legal or other issues that may come of it including but not limited to copyright claims, public libel, or damages claims.

12. The board and the CEO of RESCQU NET reserve the right to provide further rules in addition to these bylaws whenever deemed necessary as long as they are not directly relevant to a current or upcoming public relations issue. New rules applied to this document must be reviewed by the board and agreed upon with at least a quorum vote.

**In summary** RESCQU NET will be adopting what we call a “peer-reviewed publication system” for social media content in which any original content will be submitted to the organization for branding and then vetted to ensure that it is not false, already under copyright, plagiarized, or otherwise. Shared or already branded content will be shared on the page by social media, or management with proper sourcing of the material after vetting its validity. By default any content considered to be the organization’s will have a creative commons licensure on it and is free for use in educational or personal circumstances. More information on copyright claim and RESCQU NET’s stance on the subject can be found in Article 11 of this document; copyright licensure.

#### **Section 4.5 Organizational Roles in Social Media**

This section of the social media policy will more plainly establish roles and permissions for those involved with the organization but should be considered very broad in regards to what can and cannot be done in that role. For further restrictions please see section 4.6 and 4.7 on what can and cannot be done.

1. **THE BOARD:** The board has full reign and capability of speaking for and by the organization and can brand any original content they may see fit. It is highly recommended however that the board peer review the content with the social media team before spreading it as the organization. They are free to share on their personal or other walls as well.
2. **MANAGEMENT:** Management has full reign and capability of speaking for and by the organization and can brand any original content they may see fit. It is highly recommended however that management peer review the content with the social media team before spreading it as the organization. They are free to share on their personal or other walls as well.
3. **SOCIAL MEDIA COORDINATOR:** The social media coordinator has full reign and capability of speaking for and by the organization and can brand any original content they may see fit. It is highly recommended however that the

- coordinator peer review the content with management or the board before spreading it as the organization. They are free to share on their personal or other walls as well.
4. **SOCIAL MEDIA REPRESENTATIVES:** All social media representatives will be given full reign for the social media platforms the coordinator chooses to provide them, but on any un-approved social media platforms they will fall under the category of other volunteers or other staff depending on their status. They are free to brand any original content they may see fit as long as they have vetted, confirmed, and sourced the material. They can only share that branded content on the platforms they have been given permission on. They are free to share on their personal or other walls as well.
  5. **CAMPAIGN MANAGER:** The campaign manager has full reign and capability of speaking for and by the organization and can brand any original content they may see fit. It is highly recommended however that the campaign manager peer review the content with management, the social media team, or the board before spreading it as the organization. They are free to share on their personal or other walls as well.
  6. **BRANDING DIRECTOR:** The branding director has full reign and capability of speaking for and by the organization and can brand any original content they may see fit. It is highly recommended however that the director peer review the content with management, the social media team, or the board before spreading it as the organization. They are free to share on their personal or other walls as well.
  7. **EVENTS MANAGEMENT DIRECTOR:** The events management director has full reign and capability of speaking for and by the organization and can brand any original content they may see fit. It is highly recommended however that the director peer review the content with management, the social media team, or the board before spreading it as the organization. They are free to share on their personal or other walls as well.
  8. **RESEARCH & INTERFACE DEPARTMENTS:** From time to time the research and interfacing departments may be required to post tests or otherwise share items to test specific functions of the platform, or for the purpose of analytics to the channel. They do not need to confirm each such test with the social media team, but should inform the social media coordinator in the event that this is to be done. Otherwise they have full reign in situations that this is necessary.

9. **OTHER STAFF & VOLUNTEERS:** All staff at RESCQU NET who are not considered management, a member of the social media team or referenced above must submit original content to the social media team but any content created by that individual is free to be shared prior as long as they are comfortable with us branding it after it is published. They are free to share any original content RESCQU NET publishes on their personal or other walls as well.
10. **THE COMMUNITY:** RESCQU NET recognizes that its role in the community is to facilitate conversation and as such we will not hold any sway over the way community members choose to share, submit, provide, or otherwise engage with RESCQU NET's or partner organization's content. The community is free to do as it wishes in all contexts, but it cannot speak on behalf of the organization and any content shared on, by, or for the organization that has not gone through the social media team, the board, or a member of management will not be considered official RESCQU NET branded content.
11. **EXCEPTIONS:**
  1. Because many social media channels are also content creation sites it is impossible to peer review this content before it is published on a channel such as in the cases of YouTube, Blogger, Tumblr and others. Therefore any content posted in these channels is considered official RESCQU NET content unless redacted, taken down, or it is otherwise stated.
  2. The board, CEO, management and the social media team reserve the right to redact any professional branding in the event that a mistake was found, content was deemed false, copyrighted or otherwise and the official RESCQU NET brand is only valid as long as the organization "claims" that that content is ours.
  3. None of these rules will apply to internal communication boards or private communications of any sort.

#### **Section 4.6 What you Generally Cannot say Online**

This section will generally go over things that all members should avoid saying online for public relations reasons. This is however not to be considered an exhaustive list by any means and should only be considered a reference guide for members of the organization and the public.

1. **DO NOT advocate for a person in political office** or election in that area in any way shape or form. It could revoke our tax exempt status to do so. You are free

- to do so under your own name but not on any public RESCQU NET related channels.
2. **DO NOT say anything you wouldn't be comfortable seeing quoted on CNN,** being asked about by your mother, or having to justify to your boss.
  3. **DO NOT post any private information about a member of the organization** or community for any reason unless they are comfortable and give you permission to do so.
  4. **DO NOT share content from community members without express permission** to share this information with them.
  5. **DO NOT publish original content you have made yourself on behalf of the organization** unless it has gone through the proper vetting channels described in section 4.4 of this policy.
  6. **DO NOT plagiarize any works plainly marked with copyrights,** branding, or other indications that it is someone else's work as your own, including the minor modification of a work without resourcing if it is not under creative commons copyright.
  7. **DO NOT publish, share or otherwise engage with potentially false information** until properly vetted and confirmed not to be false or harmful to anyone.
  8. **DO NOT publish any personal information of your own** or information of others that could lead to community members or other individuals gaining private insight into their lives including but not limited to addresses, telephone numbers, social security numbers, licenses, insurance, or otherwise unless otherwise informed to do so by THAT person directly.
  9. **DO NOT release for the public any private working information of the organization** that has not been made public by management, the board, or the social media team. This can ruin the flows of releases and cause us to "promise" more than we can achieve.
  10. **Please REFRAIN from fire wars,** engaging in slander or hurtful language, "feeding the trolls" or arguments in public online past the first several comments unless it is deemed to be bullying of a community member or a member of the organization, or if it could result in real physical, legal, or other real life harm.
  11. The board and the CEO of RESCQU NET reserve the right to provide further rules in addition to these bylaws whenever deemed necessary as long as they are not directly relevant to a current or upcoming public relations issue. New rules applied to this document must be reviewed by the board and agreed upon with at least a quorum vote.

### Section 4.7 What is Encouraged in Social Media

This section is to be viewed as a guideline for what you can and should do as a part of RESCQU NET either by for or to the organization. It is not by any means an exhaustive list and should only be considered guidelines by organization members and the board.

1. **Feel free to share, create or participate in any content** - create any content, request that we publish any content, or otherwise engage with any content on your own page or on RESCQU NET's pages under your own name! You are a community member too, and you have your own opinion on how things run! Besides it would really help the organization for you to have full power and rights on your own social media channels.
2. **Post public content that is of interest to the organization** - We can't keep watch on everything all of the time and we rely on the crowdsourcing of information to see what is relevant, trending, important to our community or otherwise needs to be seen. Please, share it with us!
3. **Offer us ideas for original content or request that we hold various events!** We would love to see these happen but we are limited in what we can do so you are also free to champion those options!
4. **Spread the word with any of our events, campaigns, fundraisers and more!** We highly encourage this and may actually require it during several times when social media is our only way of gaining work.
5. **Share your accomplishments!** If you got recognized for something in the organization or you feel proud of your work we want you to be able to share that with friends and family as well as other organizations!
6. **Comment about your day!** As long as it doesn't require sensitive information we greatly encourage you to comment about how the day went or what you worked on. Your work is yours and the work you do with us is incredibly valued, why wouldn't we let you share it?!
7. **Talk about what ails you.** We are a support network so we highly encourage you to talk to management or others as well as publically, voice concerns about yourself on your page and on RESCQU NET. Feeling particularly dysphoric? By all means tell the organization and get support from our community! We're here to support you.
8. **Voice your opinions.** If you don't like a particular way that the organization is going we would want to hear it and we want to exercise that value of transparency by allowing you to do so. As long as it doesn't mention any one

individual or single someone out feel free to criticize the organization. The rest of the community and the world are doing it and your opinion as a member matters even more!

9. **Request services for another anonymously** – Many friends are counting on the organization but they may not be capable or willing to come forward and get the help they need. We are all about confidentiality so please feel free to give them our resources!
10. The board and the CEO of RESCQU NET reserve the right to provide further rules in addition to these bylaws whenever deemed necessary as long as they are not directly relevant to a current or upcoming public relations issue. New rules applied to this document must be reviewed by the board and agreed upon with at least a quorum vote.

#### **Section 4.8 Responding to negative public media**

As with all real life, traditional, and print publications, social media is often scrutinized and public argumentation is unavoidable. On social media however, this is a huge issue because everyone is free to comment as they wish in a public forum. Many people will take this to extreme purposely wishing to cause trouble, while others are simply wishing to voice their concerns, opinions, and damages. As RESCQU NET values transparency in our operations and diversity in our audience we know that we should openly provide people the chance to do so on social media, whether they are a part of our organization or not. However it is also our responsibility to curb potentially dangerous, violent, or harsh situations so this section of our policy will discuss how we will handle responses to negative public media directed at, toward, or for us and to a limited extent, our partners.

This section has identified by way of online argumentation research a total of 6 types of negative feedback and responses to each type may vary. There are other types but the solutions to these 6 should give you a basis for handling “noise” and “haters”.

**Constructive-Proper Negative Feedback** – This is defined as comments or content that provides solid reasons and evidence for a particular issue negative to our organization. It can usually be determined with terms like, “you did/said/shared this and it is wrong because....” If the claim is false and you deem is so please back your position in proving it false with researched and verifiable evidence. This typically shows a logical argument. If it is indeed true, please do your best to rectify the situation or get it to a member of the

organization who can properly attend to the situation. Please remember to be completely transparent, respectful, and non-judgmental.

**Emotional-Proper Negative Feedback** – This is defined as comments or content that provides evidence that our organization may have hurt feelings or stepped on another community member’s values. It can usually be determined with terms like, “this kind of leaves out..... Or this kind of hurts my feelings because..... Or this made me feel....” This is usually not a false statement unless trolling, spamming, or hateful. These situations should be taken care of with utmost respect, apology, transparency, and due diligence to get it taken care of quickly. Do your best to rectify the situation or get it to a member of the organization who can properly attend to the situation.

**Constructive-Damaging Negative Feedback** – Constructive damaging feedback is separate from proper feedback in that it often includes harsh language, in many cases is based on a value argument, full of fallacies in reasoning or argument, or takes a very extreme position. They will typically provide evidence that is intended to “win” vs. “change”. You can easily identify it by words such as, “the bible says.....” or “this is wrong because [unbased argument]...” or similar. We of course can’t let these kinds of comments go unanswered but if it gets out of hand or turns into a fire storm please end the conversation by typing ADMIN: at the beginning of your post, recognizing the issue, stating RESCQU NET’s stance on the issue (best to talk with management about this first), and then respectfully ending the conversation. If it continues from there please post another admin message stating this will be deleted if the conversation continues over the next hour and then one hour later, at 3<sup>rd</sup> strike, delete the thread and post on the main page “why it was deleted”.

**Emotional-Damaging Negative Feedback** - Emotional-damaging feedback is separate from emotional proper feedback because it is typically very extreme in its emotional stance. It is typically defined by curse words, slandering, unfair biased statements, capital letters, and overzealous punctuation. Make no mistake though, unlike constructive damaging feedback this is often based on underlying causes that we must do our best to uncover. Please approach these very respectfully by saying you can help them with their issue, you’d like to bring this to a PM and have the conversation there, and you’ll do the best you can to rectify the situation. If the conversation begins to look more and more like a spam/troll or that person cannot be abated however, please escalate it to a

member of management. In general spend no more than a few comments trying to get them to comply or speak more respectfully.

**Cyber-Bullying Negative Feedback** - This type of public media is recognized by the one-sided argumentation of an individual seeking to “win”. This is typically not identifiable until several posts into a conversation and typically will involve an escalation of constructive or emotional damaging feedback. RESCQU NET’s values are directly against cyber-bullying and will not tolerate it. It can be identified as toward you or another member of RESCQU NET, or directed toward a community member on a public page, but we are to stick up for them. It’s best to enforce your authority in stopping the situation by stressing you are “ADMIN” and have the final say on a matter. If you identify something as cyber-bullying contact the social media coordinator to confirm it or a member of management.

**Spam/Trolling Negative Feedback** – Spam/trolling negative feedback is exactly what it sounds like. Spam will tend to get a rise or a “click” out of you that will take you to a nefarious landing page to download something, or it will attempt to get you to like something. Trolling on the other hand will involve someone repetitively saying mean things purely for a rise. This will typically take multiple messages and will generally involve an escalation of constructive or emotional damaging feedback. In general RESCQU NET asks that this is dealt with a calm and respectful comment to resolve the issue, and after a few messages trolling will be readily apparent. Just ignore it past that. If however that person does it consistently and “trolls” more than a few times, its best to delete the comments, block them, and submit a public response explaining why the comments were deleted. Please also inform a member of management or your social media coordinator if it gets to this point.

**In Summary:** Negative feedback is not always a bad thing. It can be constructive and allow for RESCQU NET to recognize mistakes, when we may have left a denomination out, or when we have made an error in judgement. However the more damaging side of negative feedback can be very hurtful and lose vast reputations. It can be used to bully, and it can be used to drown organizations. For this reason it’s important that reactions to it are very calm, direct, professional, and do their best to identify where RESCQU NET may be wrong, and where the other individual may be nefarious. Exercise your best judgement in adhering to social media values in these situations.

#### **Section 4.9 Responding to positive public media**

While negative feedback on social media is a very tricky situation, there is also the positive of social media that keeps people coming back over and over again. The uplifting, empathetic, and character building experience of social media allows us to open up and continue working. For this reason, championing positive feedback is a huge part of our organization's job to facilitate community support and conversation. This section will briefly give a few guidelines on how to react to positive feedback.

1. **Like it! Share it, love it, whatever!** We want to show that we appreciate it enough to recognize it with a click. It also allows others to see our activity and the comment.
2. **Comment authentically.** If their feedback is about a person, make sure the person they are mentioning is the one to respond to ensure that the gratification is indeed authentic. It may help to show management as well, so they can give due credit and proper kudos!
3. **Get permission to share it.** In most cases this feedback will often be public on social media platforms but even if it's public it's important to get permission to share it onto other platforms or to the larger public as a whole. If they don't provide permission, no sweat.
4. **Request if we can use it in the future.** Community recommendations are a huge thing for non-profits because it allows us to more easily gain trust from partner organizations and other entities. Always ask if we can quote in future publications and if so what their statement would be. **Screenshot it if they say yes!**
5. **Make, "the ask".** In most cases positive feedback leads to strong volunteer, donor, or advocate relationships and when this happens it's vital to move it forward. Ask if they'd be willing to help out by way of volunteering or offering monetary assistance to keep our good work going! Don't worry though, this isn't a "hard ask", it's soft and it can look however you like.

### **Section 5.1 Monitoring of various public and community media channels**

All above sections have provided general guidelines and rules that should be delivered to all members of the organization in the best possible medium during training. This section however will discuss a major concern of many who are interacting with social media as a business, non-profit organization, or public entity. This section will deal with how we monitor social media channels both for quality of content on public

forums, and for statistical needs for the organization. It will discuss how we will monitor public slander of the organization, or how we enforce the above rules prohibiting employees, volunteers, and other members of the organization from breaking social media policy.

We recognize first off that social media is now an integral part of one's identity and much like an unfair dress code we cannot limit the actions or portrayal of an individual on social media when not pertaining to the organization; a realization many organizations fail to recognize. So this policy will carry its utmost duty of adhering to the social media values throughout the course of this section.

### **Section 5.2 Monitoring RESCQU NET Official Channels**

RESCQU NET recognizes that the key to social media success is to stay on top of our social media channels. Any social media site will require daily monitoring done by the core social media team, as well as occasional monitoring by the board and management. It is the social media manager's job to encourage discussion by posting quality content and questions, sharing content from partner organizations or elsewhere, and responding to messages, feedback, and publishing requests.

Daily monitoring of posts on RESCQU NET will occur and the ways in which we run these channels is decided by the entirety of this social media policy, as well as additional acts by the organization.

### **Section 5.3 Monitoring of RESCQU NET Private Channels**

In cases of the internal private group for RESCQU NET it is important that the board and management follow the ongoing of the page continually so we can properly support employees and volunteers of the organization. It is not necessary however for us to remove ANY content placed here. It need not be work related either, if someone needs assistance or help it should be provided.

### **Section 5.4 Monitoring of Board and Management Personal Channels**

Because the board and management as well as leaders to a certain extent are so involved with the channel it often becomes necessary for work that is directed to personal channels rather than the organization, to be re-directed. All members of the organization must exercise due diligence in separating these cases and bringing them back to the

organization. No personal conversation with the public can be viewed by others in the organization so these conversations must take place on a business verified channel. For higher management this is vital and important.

Monitoring of personal channels will happen but by no means should it have an effect on ones employment unless an official complaint comes under review by the board and is found to be outside the rules and guidelines for this document and unacceptable by a majority vote of the board. It is not the organizations right to control or otherwise affect the personal media channels of its members in any way.

### **Section 5.5 Monitoring of volunteer and staff channels**

Volunteer and staff channels will not be held to as strict a requirement to keep personal and organizational business in one or the other but it is highly recommended that this be done. Should business of the organization occur over personal channels records cannot be kept for legal or other reasons and any private correspondence cannot be considered official business of RESCQU NET.

Monitoring of personal channels will happen but by no means should it have an effect on ones employment unless an official complaint comes under review by the board and is found to be outside the rules and guidelines for this document and unacceptable by a majority vote of the board. It is not the organizations right to control or otherwise affect the personal media channels of its members in any way.

### **Section 5.6 Monitoring of partner organization channels**

Partner organizations have their own social media policies in use and their content that they share is their own. That having been said it is the prerogative of the organization to ensure that partner organizations are seen by a wide amount of our community and those partner organizations in turn do the same for us. To maintain these connections RESCQU NET's social media and partner outreach team will often request information from partner organizations such that we can stay on top of things. It is important to recognize copyright claims, and all due diligence and rules described in this article in the process though.

Monitoring of personal channels for partner organizations will under no circumstances occur. It is not the organizations right to control or otherwise effect the

personal media channels of someone unrelated to the organization and thus will not occur.

### **Section 5.7 Privacy rights of all members of the community**

RESCQU NET works with a closeted community and with this comes the absolute need for security, privacy, and respect of community member's interactions with us. For this reason there will be no monitoring, recording, or documentation of personal interactions with community members in which those members wish to keep private, and as a practice, all statistical use of community information cannot have member's names, personal information, or contact information excluding an email with that member's permission.

### **Section 6.1 Consequences of Privacy Violation**

This social media policy is enforced and enacted upon by the management and staff of RESCQU NET. Due diligence in following these rules is expected by all members of the organization and upon violation of rules, due diligence in reporting it is necessary for all members of the organization. Reporting of violations to this policy can be provided anonymously by email or by private message with upper management.

Ultimately violations to the policy, should management be unable to conclude its capabilities, or Public Relations issues arise from it, it is the responsibility of the board to take up the issue as an action item at a regularly scheduled board meetings or an emergency meeting thereof to discuss and resolve the issue as pursuant of this social media policy, the bylaws, articles of incorporation and any state or federal laws.

Should complaint of violation of this Social Media Policy or Copyright Law be external to the organization including but not limited to the reporting of a violation by a partner or other organization, the reporting of an individual in the community or in the public, etc. the Board will take the issue as a Public Relations issue and deal with it as promptly as necessary at a regularly scheduled board meeting or an emergency meeting.

Consequences of privacy violation pursuant of the board of directors can include anything desired by the board up to and including expulsion of members of the organization, legal action upon public entities, or departure of signed and relevant



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contracts with no penalties superseding that of RESCQU NET issued contract revocation agreements, and where applicable revocation agreements in contracts provided by other organizations and entities. It is the Board's ultimate decision what consequences may arise and where the Board is not relevant or present the Chief Financial Officer, Chief Technical Officer, and Chief Executive officer's decision will be respected or escalated to the Board.

## **ARTICLE 11: Copyright License**

### **Section 1.1 About this Section**

The intent and purpose of this article is to expressly inform all members of the public, legal burroughs and other, that any piece of RESCQU NET content marked clearly with our brand name, and recognized as official original content recorded by our social media department, management, the or the board are, and unless otherwise noted or clearly marked with a separate license, to be recognized as carrying a creative commons license as noted in the below bylaws and as recorded by the Creative Commons non-profit organization for which these creative commons licenses were made.

RESCQU NET and the board of directors cites the importance of license on all original content to be respected by all volunteers, members, leaders, and managerial staff because the sharing of content must be carefully done so as not to overstep anyone's boundaries for what is owned by them or us. We take a stance on Creative Commons license over other options because it allows for the maximum power placed into the hands of the public, without removing all ownership of content from the organization.

### **Section 1.2: Updates to copyright license**

Updates to the copyright license can be observed at [creativecommons.org](http://creativecommons.org) and will be upheld and brought forward to the board as soon as we are aware, but we will not recognize any modifications to the policy unless changed here in the bylaws or otherwise noted with express consent of the board. All copyright issues are to use the language provided below for any legal or business related issues.

### **Section 2.1: About Creative Commons**

The creative commons organization provides these licenses for free and allows for a more free version of copyright. RESCQU NET wishes to use it as intended and therefore it wishes to respect the rights of creative commons as an organization and institution. We will therefore follow all creative commons laws as amended in these bylaws, first and foremost by respecting the legal status of this document quoted below by the creative commons office.

“Creative Commons Corporation ("Creative Commons") is not a law firm and does not provide legal services or legal advice. Distribution of Creative Commons

public licenses does not create a lawyer-client or other relationship. Creative Commons makes its licenses and related information available on an "as-is" basis. Creative Commons gives no warranties regarding its licenses, any material licensed under their terms and conditions, or any related information. Creative Commons disclaims all liability for damages resulting from their use to the fullest extent possible.”

## **Section 2.2: Using Creative Commons Public Licenses**

Creative Commons public licenses provide a standard set of terms and conditions that creators and other rights holders may use to share original works of authorship and other material subject to copyright and certain other rights specified in the public license below. The following considerations are for informational purposes only, are not exhaustive, and do not form part of our licenses.

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**Article 12: Miscellaneous****Section 1. Governing Law**

These Bylaws shall be deemed to be made under and shall be construed in accordance with the laws of the State of Colorado.

**Section 2. Captions**

All Article titles or captions contained in these Bylaws are for convenience only and shall not be deemed part of the context of these Bylaws.

**Section 3. Construction**

All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural as the identity of the person or persons may require.



RESCQU NET  
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## **Article 13: Amendment of Bylaws**

### **Section 1. Amendment**

Subject to the power of the members, if any, of this corporation to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the board of directors. Such notice shall summarize the proposed changes to be made. The adoption of new Bylaws or the alteration, amendment or repeal of the Bylaws shall require an affirmative vote of a majority two thirds (2/3)'s vote of the directors present at a meeting at which a quorum is present.



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#### **Article 14: Construction and Terms**

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.



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### ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporate of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of the 30 preceding pages, as the bylaws of this corporation.

Dated: October, 19<sup>th</sup>, 2014

Name: \_\_\_\_\_ Position on board: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

Name: \_\_\_\_\_ Position on board: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

Name: \_\_\_\_\_ Position on board: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

Name: \_\_\_\_\_ Position on board: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/\_\_\_\_



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Name: \_\_\_\_\_ Position on board: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

Name: \_\_\_\_\_ Position on board: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

Name: \_\_\_\_\_ Position on board: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

Name: \_\_\_\_\_ Position on board: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_/\_\_\_\_/\_\_\_\_



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SECRETARY’S CERTIFICATE

I, the undersigned, being the Secretary of the Board of Directors of RESCQU NET, a Colorado nonprofit corporation (the “Corporation”), do hereby certify that the Bylaws of the Corporation were duly adopted by the Board of Directors effective as of the 19th day of October, 2014.

A true, correct and complete copy of the Bylaws of the Corporation as so adopted and included in the minutes of proceedings referred to above is attached hereto and incorporated herein.

I have hereunto set my hand this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

By: \_\_\_\_\_

\_\_\_\_\_  
Name: \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_

Title: Secretary