

R.A.T.S. BYLAWS

ARTICLE I. NAME OF ORGANIZATION

We hereby proclaim the Religion of Art, Theatre and Science will join our reality forevermore.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

The Religion of Art, Theatre and Science was created to give those members of society who don't have other social interactive programs they like to attend a place to coalesce. R.A.T.S. was conceived with the idea that artists and scientists should have a common ground where they can gather with like-minded people and discuss our perception or reflection of reality with other people willing to listen and learn from varying perspectives and narratives. Creating a safe place for all humans to tell stories, listen to music, create works of art, practice scientific principles, perform experiments, put on public productions, educate audiences, instill curiosity, expand comprehension and understanding are some of the main aspirations of R.A.T.S.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

To be a member of R.A.T.S. one must be human and not affiliated with any group or organization that promotes hate or bigotry of any kind.

Section 2. Annual Dues

There are no dues but tithing is accepted.

Section 3. Rights of Members

Each member shall have an open and curious mind, eager to explore new possibilities, conjure unique thoughts and create new works. Your voice will always be heard.

ARTICLE IV. MEETINGS OF MEMBERS/LEADERSHIP

Section 1. Regular Meetings

Regular meetings of the deans and deputies will be held monthly. Specific times are determined by majority of those in attendance. All meetings are public.

Section 2. Annual Meetings

An annual meeting held for celebration, R.A.T.S. members will choose which holiday to make their focus, will be the only time someone may request a leadership role without being nominated by a deputy or a dean. Those requests will then go to a popular vote of those in physical and virtual attendance.

Section 3. Special Meetings

The arbiter, any Dean, or three or more Deputies may call special meetings.

Section 4 Notice of Meetings

Notice will be made of the next assembly online and other forms as necessary.

Section 5. Quorum

A quorum for assemblies shall consist of 2 people: 1 Dean or Arbiter and 1 deputy or treasurer or secretary. All issues to be voted on shall be decided by a simple majority of those present at the assembly in which the vote takes place.

ARTICLE VI. OFFICERS

The leadership of R.A.T.S. shall be the Arbiter, Deans, Deputies, Treasurer and Secretary. All officers comprise the board.

Section 1. Arbiter

The Arbiter shall preside at all meetings of the membership. The Arbiter shall have the following duties:

- 1.) Keep the conversation moving.
- 2.) Get shit done.
- 3.) Fill a vacant seat to reach Quorum.
- 4.) The legal stuff.

Section 2. Dean

The Deans shall be vested with all the powers and shall perform all the duties of the Arbiter during the absence of the latter. The Deans duties are:

- a. Create and inspire activities that fall in their realm of R.A.T.S.
- b. Manage the tasks and responsibilities of the Deputies that fall in their realm.

Section 3. Secretary

The Secretary shall attend all meetings of R.A.T.S. and will act as a clerk thereof. The Secretary can be determined at time of need of a secretary if the person who holds the title isn't present. The Secretary's duties shall consist of:

- a. They shall record all votes and minutes of all proceedings in a book or technological component to be kept for that purpose. They in concert with the Arbiter shall make the arrangements for all meetings of the Advisory Board, including the annual meeting of the organization.

Section 4. Treasurer

The Treasurers duties shall be:

- a. They shall submit quarterly updates on the financial realities of RATS.
- b. They shall be included in the bank account access along with the Deans.

Section 5. Election of Officers

The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Advisory Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the Advisory Board. These officers can also be appointed, removed or replaced by a simple majority vote from all those in attendance at the concurrent meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices until they are ready to pass the torch or someone else gets more Ayes from a group vote for change.

Section 6. Removal of Officer

Those in attendance at any meeting can remove or replace an acting Deputy, Dean or Arbiter with a $\frac{3}{4}$ majority vote. That person being removed may or may not be present. The person removed may be granted an appeal of decision in which they must appear in person or relevant virtual meeting to justify a reversal of their removal.

Section 7. Vacancies

The Nominating Committee, those in attendance of said meeting, shall also be responsible for nominating persons to fill vacancies that occur between annual meetings, including those of officers. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The Deans may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The Dean(s) responsible for their relative designations shall appoint all committee chairs within their purview. If committees are formed that involve multiple one or more of the Deans authority the Deans will work together to determine points of awareness. The Arbiter has ultimate authority if an impasse is reached on any decision.

Section 2. Executive Committee

The three Deans (or the Arbiter when there are no Deans) shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE IX. – Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. 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, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

[Hospital Insert – for hospitals that complete Schedule C: If a person is an interested person with respect to any entity in the health care system of which the organization is a part, he or she is an interested person with respect to all entities in the health care system.]

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 Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization 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 Organization 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 Article III, Section 2, 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. 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, they 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, they 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 Organization 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 Organization'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
1. 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.
 2. 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 Proceedings

The minutes 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 board's 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

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

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

[Hospital Insert – for hospitals that complete Schedule C

- d. Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.]

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement 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 Organization is charitable and 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 Organization 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 Organization'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 Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Washington, the Religion of Art Theatre and Science shall indemnify any Dean, Deputy, Arbiter, director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any

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

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnatee to repay such amount if it shall ultimately be determined that such indemnatee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative

vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

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

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.

Joel Clapp, Dean of Art

Leslie Slape, Dean of Theatre

Geoffrey Richie, Dean of Science

Chloe Wheeler , Acting Treasurer

Jon-Erik Hegstad, Arbiter