

Bylaws Family Safety Network, Inc.

Article I Corporation

Section 1. Corporate Name

The name of this Corporation is Family Safety Network, Inc., an Idaho nonprofit corporation, hereinafter referred to as the "Corporation."

Section 2. Statement of Purpose

The purposes for which this Corporation is organized are exclusively charitable within the meaning of Section 501 c 3 of the Internal Revenue Code of 1986, as amended, and in furtherance of those purposes this Corporation may:

- a) Provide support, resources and other services for victims of domestic violence, sexual assault, elder and child abuse, and their families.
- b) Provide education, outreach and awareness to the community at large.
- c) Raise funds for the benefit of said services, and receive, maintain and administer such funds and expend principle and income there from in furtherance of these purposes.
- d) Sell, convey or otherwise dispose of any such property, or to invest, reinvest or deal with the principle or the income of the Corporation as will best promote the interests of victims of domestic violence, sexual assault and child abuse, and their families.
- e) Make, enter and perform contracts of every kind and description necessary, advisable or expedient in carrying out the purposes of the Corporation, with any person, firm, association, corporation, municipality, body politic, county, state or federal government.
- f) Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

Article II

Offices

Section 1. Principal Office

The principle office of Family Safety Network, Inc., an Idaho corporation ("Corporation"), shall be located at 120 N. 1st Street East, Driggs, Idaho. The Corporation may have such other offices as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 2. Registered Office

The registered office of the Corporation shall be located at 120 N. 1st Street East, Driggs, Idaho, and may be changed from time to time by the Board of Directors.

Article III Board of Directors

Section 1. Powers of the Board of Directors

The policy making powers of this Corporation shall be vested in the Board of Directors who shall have and exercise all general powers conferred by law, and have the power and authority to do and perform all acts or functions consistent with these Bylaws or this Corporation's Articles of Incorporation. The Board of Directors shall have charge, control and management of the policies, property, affairs and funds of this Corporation and shall alone determine compliance with this Corporation's stated purpose. Each person serving as a member of the Board of Directors is herein referred to as "Director."

Section 2. Qualifications of Directors

Directors shall be nominated and selected for their ability to participate effectively in fulfilling the responsibilities of the Board and its standing or ad hoc committees. Directors need not be residents of the State of Idaho.

Section 3. Number

The minimum number of Directors of this Corporation shall be seven. The maximum number of Directors is 15. At any annual or special meeting thereof, the number of directors may be increased and the qualifications changed by resolution duly adopted by the affirmative vote of not less than 2/3rds of the Board of Directors, provided that the authorized number of directors shall never be less than seven and shall always be an odd number.

Section 4. Election or Appointment

Qualified candidates will be recruited and nominated to serve as Directors according to the Board Recruitment Policy, which the Board of Directors may change from time to time. Election

of nominated Directors to the Board shall be made by majority vote of a quorum of Directors during a regular board meeting.

Section 5. Vacancies

Any vacancy on the Board of Directors may be filled by a majority vote of the remaining Directors, even if the remaining Directors are less than a quorum of the Directors. A Director elected to fill a vacancy shall be elected for the remaining term of such Director's predecessor in office. Any directorship filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term continuing only until the next regular election of Directors.

Section 6. Term

Directors shall each serve initial terms of three (3) years. Terms shall commence when the individual Director is accepted to the Board, and terminate at the time the individual Director submits resignation or is approved by the Board of Directors for removal. Directors completing a three (3) year term shall be eligible for consecutive terms of either one (1) or three (3) years, providing no more than half of the Directors are serving one (1) year terms.

Section 7. Resignation

Any Director may resign at any time by giving his or her written resignation to the President, Vice President, or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by an Officer of the Corporation. The acceptance of a resignation shall not be necessary to make it effective.

Section 8. Removal of Directors

Any Director may be removed with or without cause, by a majority vote of the Directors then in office. The President shall give written notice to the Director so removed by personal delivery or by first class mail sent to said Director's last known address.

Section 9. Waiver of Notice.

Whenever any notice is required to be given to any Director or committee member under the provisions of the Act, the Articles or these Bylaws, a waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be equivalent to giving such notice.

Section 10. Compensation

No Director or committee member shall receive a salary or other compensation for service in that capacity, but may be reimbursed for actual expenses incurred in performing such service. This provision shall not preclude any Director from serving the Corporation in any other capacity and receiving additional compensation therefore.

Section 11. Loans to Directors

The Corporation shall not lend money to or use its credit to assist its Directors or Officers.

Article IV Officers

Section 1. Number

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office

Officers of the Corporation shall be elected by the Board of Directors at the Board's June meeting, from among the officers nominated by the Directors. Nomination will take place at the April or May meeting, allowing sufficient time for consideration of nominations. Each elected officer shall hold office for a period of 1 year when his successor has been duly elected and accepted office. Officers shall be eligible to serve unlimited consecutive one year terms, upon approval of the Board.

Section 3. Removal

Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term. Vacancy shall be filled in the same manner as the election of officers.

Section 5. President

The President shall have the general powers and duties of supervision and management of the Corporation which usually pertain to the office of President, including the authority to sign all contracts and obligations authorized by the Board of Directors, and shall perform all other duties as are properly required by the Board of Directors. The President shall preside at all meetings of the Board of Directors. In the absence of the Treasurer, the President shall be the disbursing agent of the Corporation with all the powers given the Treasurer in these Bylaws.

Section 6. Vice President

In the absence of the President or in the event of the President's death or inability or refusal to act, the Vice President shall perform 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 and shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

Section 7. Secretary

The Secretary shall be responsible to designate an individual to keep accurate minutes of all meetings of the Board of Directors. He/she shall be responsible to designate an individual to give notice of meetings of the Board of Directors. The Secretary shall sign and thereby certify all minutes following their approval by the Board of Directors. The Secretary shall perform all duties commonly incident to the office and such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 8. Treasurer

The Treasurer shall be the principal financial officer of the Corporation and oversee the care and custody of all monies and securities. He/she shall assure the presentation of an annual financial report to the Board of Directors at its annual meeting. He/she shall be responsible to present a monthly financial statement at the Board's regular meeting. The Treasurer shall perform all duties commonly incident to his/her office and such other duties as may from time to time be assigned by the President. The Treasurer shall chair the Finance Committee.

Section 9. Compensation

No officer shall receive a salary or other compensation for service in that capacity, but may be reimbursed for actual expenses incurred in performing such service.

Section 10. Duties of Officers May Be Delegated

The Board of Directors, except where otherwise provided by law, may delegate the powers or duties of any officer to any other officer, to any director, or to the Executive Director.

Article V Meetings

Section 1. Regular Meetings

Regular meetings of the Board of Directors shall be held monthly at times to be specified by resolution of the Board. Notice in writing, by e-mail, or by telephone of such meetings will be given at least three days in advance of the meeting.

Section 2. Special Meetings

Special meetings of the Board of Directors may be called at any time by the President, or at the written request of 3 members of the Board of Directors as provided to the President.

Section 3. Quorum

A majority of the Directors serving, and never less than 5, shall constitute a quorum for transacting business at Board meetings. An act of a majority of the Directors present at a meeting where a quorum is present shall be an act of the Board.

Section 4. Meeting by Conference Telephone

Members of the Board of Directors or any committee of the Board may participate in and act at any meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment that allows all persons participating in the meeting to hear each other. Such participation shall constitute meeting attendance.

Section 5. Action Without a Meeting

Any action required by law to be taken at a meeting of the Directors may be taken without a meeting if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the subject matter thereof. Signature can be submitted on the original document, by facsimile, or email.

Section 6. Procedure at Meetings

Roberts Rules of Order Revised, latest edition, shall govern procedure at all meetings of the Board of Directors and its committees on matters not covered expressly by these Bylaws.

Section 7. Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

Article VI Committees

Section 1. Standing Committees

The standing committees of the Board of Directors shall include the following and any such other standing committees as the Board of Directors may determine by resolution.

1. Executive

2. Finance
3. Victim Services
4. Development

Section 2. Committee Chairs and Members

All standing committee chair persons shall be Directors appointed by the President annually, commencing in July of each year, and shall serve at the pleasure of the President or until a new President assumes office. Membership of all standing committees may include persons who are not members of the Board of Directors.

Section 3. Scope and Responsibilities

The area of concern for each committee shall be determined by the Board of Directors. The scope and responsibilities of each committee shall also be determined by the Board, according to the limits of applicable law, or may be developed by the committee and then submitted to the Board for approval. The scope and responsibilities of any committee may be revised at any time.

Section 4. Committee Procedure

Committees shall meet on the call of their Chairperson and shall have the powers and perform such duties as are properly required by the Board of Directors. Reasonable notice of the meetings of any committee shall be given to the members thereof and to the President and Executive Director, each of whom shall have the right to participate in the deliberations of the committee. A majority of the members of any committee present at a meeting shall constitute a quorum, and the act of the majority of the members at which a quorum is present, shall be the action of that committee. Each committee may operate through the establishment of one or more subcommittees, to be composed of members of the committee, and to have such duties and responsibilities as delegated by the committee. Each committee may adopt rules for its own operation and that of its subcommittees, not inconsistent with these Bylaws or Corporation policy.

Section 5. Resignation

Any committee member may resign at any time by notifying the Chairperson of said committee and the President of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified in the resignation, the acceptance thereof shall not be necessary to make it effective.

Section 6. Executive Committee

The Executive Committee shall consist of the President, Vice President, Treasurer and Secretary of the Board of Directors, and such other members as the Board may designate. The President shall serve as Chair of the Executive Committee.

6a. Powers and Duties

The Executive Committee shall oversee the Board's affairs in the interim between meetings of the Board of Directors. The committee shall have and exercise specific powers as prescribed by these Bylaws or as the Board of Directors shall direct. The Executive Committee shall have the power, whenever in its sole judgment the best interest of the corporation will be served thereby, to (1) increase or decrease the membership of any committee, (2) remove and change the members of any committee, (3) fill vacancies on any committee, and (4) discharge any committee.

Section 7. Finance Committee

Shall oversee all financial activity of the Corporation. The Treasurer shall chair the Finance Committee. Duties of the Finance Committee shall be consistent with the duties of the Treasurer, and fiscal matters as identified within these Bylaws.

Section 8. Victim Services Committee

Shall oversee the development and provision of comprehensive and effective services and protection programs for victims of domestic violence, sexual assault, elder and child abuse.

Section 9. Development Committee

Shall cultivate and secure charitable gifts from individuals, corporations, businesses and foundations to achieve and sustain financial viability. Shall also ensure the sustainability of an effective organization by engaging in Board recruitment and ambassadorship to Teton Valley.

Section 10. Special Committees / Task Forces

Special or Ad Hoc Committees or Task Forces may be created or terminated at any time by resolution of the Board of Directors. A Special Committee shall limit its activities to the accomplishment of tasks for which it is appointed and shall have no power to act except as specifically conferred by action of the Board. A Task Force can include volunteers from the community at large, as long as it is managed by at least one Director. Upon completion of the tasks for which created, a Special Committee shall be discharged.

Article VII Fiscal Matters

Section 1. Fiscal Year

The fiscal year of the corporation shall be the twelve (12) month period July 1 through June 30, unless otherwise provided by the Board of Directors.

Section 2. Annual IRS 990 and Annual Financial Statement

At the close of the fiscal year, the books of the Corporation shall be closed and an Internal Revenue Service Form 990 prepared by a certified public accountant selected by the Board of Directors. An annual financial statement shall be presented to the Board of Directors.

Section 3. Contracts

The Board of Directors may authorize an officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 4. Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances; provided however no loans shall be made by the Corporation to its Directors, Officers or Employees.

Section 5. Execution of Corporate Instruments

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the President or such officer or officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 6. Administration of Funds and Accounts

The Finance Committee shall be responsible for overseeing the investment, reinvestment and general management of Corporation assets, subject to the approval of the Board of Directors.

Section 7. Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Article VIII Gift Acceptance

Section 1. Acceptance of Gifts

The Board of Directors may accept on behalf of the Corporation any gift, grant, bequest, or devise for any authorized purpose of the Corporation according to the Charitable Gift Acceptance Policy, adopted and revised from time to time by resolution of the Board of Directors.

Section 2. Investment of Funds

Subject to the particular terms of any gift, grant, bequest, or devise, the Idaho Corporation Law, the Articles of Incorporation, and these Bylaws the Board of Directors shall have power to:

2a. General

Invest and reinvest the principal and income of the funds and accounts in such securities and such property, real or personal, wherever situated, as is deemed advisable.

2b. Purchase of Property

Purchase or subscribe for any securities or other property, and to retain the same in the funds and accounts.

2c. Sell, Exchange, Conveyance, Transfer

Sell, exchange, convey, transfer or otherwise dispose of any securities or other property held in the funds and accounts, by private contract or at public auction.

2d. Exercise of Owner's Rights

Exercise any of the powers of an owner with respect to stocks, bonds, securities or other property held as part of the Corporation's funds and accounts.

2e. Retention of Cash

Keep such portion of the funds in cash or cash balances as the Board may from time to time deem to be in the best interest of the Corporation, without liability for interest therein.

2f. Retention of Property Acquired

Accept and retain for such time as the Board may deem advisable any securities or other property received or acquired by the Corporation, whether or not such securities or other property would normally be purchased as investment.

Section 3. Disbursement of Income and Principal

Subject to the particular terms of any gift, grant, devise, or bequest, the Idaho Corporation Law, the Articles of Incorporation, and these Bylaws, the disbursement of the income or principal from any fund or account shall be made at such times, in such amounts, for such purposes and for the benefit of the Corporation, as the Board of Directors may determine.

3a. Restriction on Utilization of Principal

There shall be no restriction on utilization of principal except when required by the terms of a particular gift, grant, devise or bequest or when specifically required by the Board of Directors.

Article IX

Conflict of Interest

Section 1. Conflict Defined

A conflict of interest may exist when the interests or activities of any director, officer or staff member may be seen as competing with the interests or activities of the Corporation; or the director, officer or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

Section 2. Disclosure Required

Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a director or the President of the Corporation or to the President if the person is a member of the staff.

Section 3. Abstinance from Vote

When conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors, or its appropriate committee, and such person shall not vote on the matter; provided however, any director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof.

Section 4. Absence from Discussion

The person having the conflict shall retire from the room in which the Board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or committee with any and all relevant information.

Section 5. Minutes

The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, or its committee, excluding the person concerning whose situation the doubt has risen.

Section 6. Annual Review

A copy of the Conflict of Interest policy shall be furnished to each director, officer and senior staff member who is presently serving the Corporation, or who may hereafter become associated with the Corporation. This policy shall be reviewed annually. Any new directors, officers or staff members shall be advised of this Bylaw and the corresponding policy upon undertaking the duties of such office.

Article X Indemnification

The Corporation shall indemnify its officers, directors, employees, and agents to the full extent permitted by Idaho Code 30-3-88.

Article XI Amendments

The Bylaws of the Corporation may be altered, amended or repealed and new Bylaws adopted by two-thirds (2/3) vote of the Board of Directors at any regular or special meeting.

Bylaws Approved and Adopted:



President, Family Safety Network Board of Directors

Date: 5/9/18



Secretary, Family Safety Network Board of Directors

Date: 5/9/18