

## **Article I: Name and Purpose.**

**Section 1. Name.** The organization is hereby named, "Equality in Forensics" and shall herein be referred to as the Organization.

**Section 2. Purpose.** Equality in Forensics is a student-run nonprofit organization that seeks to provide free and online resources to make speech and debate more accessible to high school students across America. This Organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

## **Article II: Board of Directors.**

**Section 1: Administration.** Subject to the provisions of the laws of the state of Florida 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 Organization, the activities and affairs of this Organization shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Every act or decision done or made by a ½ majority of the members of the Board of Directors present 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. This includes votes held externally from Board or Special Meetings.

**Section 2: Qualifications.** Any high school student actively participating in speech and debate may serve on the Board of Directors. There is no set maximum or minimum for the number of members of the Board of Directors.

**Section 3: Term of Office.** Any member of the Board of Directors shall serve indefinitely until their resignation or removal.

**Section 4: Nomination and Election.** Any high school student actively participating in speech and debate may be nominated by a member of the Board of Directors to the Board of Directors. Upon the agreement of the nominee and a ½ majority vote in approval by the Board of Directors, the nominee shall be inducted into the Board of Directors.

**Section 5: Removal.** Any member of the Board of Directors may be nominated for removal by another member of the Board of Directors for failure to execute their duties, and removed upon a ½ majority vote in approval by the Board of Directors.

**Section 6: Resignation.** Any member of the Board of Directors may resign with a written resignation delivered to the Board of Directors via email or Discord message. Such resignation is effective upon receipt unless it is specified to be effective at a later time.

**Section 7: Vacancies.** Vacancies shall be addressed at the discretion of the remaining members of the Board of Directors, in accordance with Section 3 of Article II of these bylaws.

**Section 8: Duties.** It shall be the duty of any member of the Board of Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law or by these bylaws;
- b. Appoint and remove, except as otherwise provided in these bylaws, all officers of the Organization,
- c. Prescribe the duties and fix the compensation, if any, of all officers of the Organization;
- d. Supervise all officers of the Organization to ensure that their duties are performed properly;
- e. Perform the duties of their office within the limitations set forth in Article V of these bylaws;
- f. Meet at such times and places as required by these bylaws.

Members of the Board of Directors may have a designated duty in the administration of the Organization. Members of the Board of Directors are to be held to these duties, and upon consistent failure to execute these duties, be nominated for removal in accordance with Section 5 of Article II of these bylaws. Members may be nominated and elected to the Board of Directors without a specific designation. The designations and their corresponding duties are as follows:

- a. **Executive Director.** The Executive Director shall preside over meetings, ensure the organization's compliance with its mission, represent the organization as Executive Director in a public and legal capacity, create & coordinate organization initiatives and delegate authority to staff to complete those initiatives, and unilaterally make executive decisions regarding the organization of the Discord server, social media, events, published content, and other services provided by the Organization as necessary.

- b. Operations Director. The Operations Director shall organize the Organization's human resources, manage the Organization's initiatives and projects alongside relevant Deputy Directors and the volunteer staff team, hold responsibility for the certification and record of volunteer hours, and assist the Executive Director in the delegation of responsibilities to organization staff.
- c. Legal/Financial Director. The Legal/Financial Director shall manage the finances of the organization, conduct and organize fundraising initiatives to meet organization needs, coordinate fundraising initiatives with chapters in conjunction with the Chapter Director, maintain a dependable payment system for the organization to make and receive payments, oversee the organization's legal status with authorities, manage waivers of liability, including media liability, permission to promote services, etc.
- d. Congress Director. The Congress Director shall lead the creation of the organization's services for the NSDA speech & debate event of congressional debate, including free guides & drills for publication on platforms like the Notion resource page, lectures, coaching, topic analyses, and events like tournaments and scrimmages.
- e. Debate Director. The Debate Director shall lead the creation of the organization's services for NSDA debate events, including free guides & drills for publication on platforms like the Notion resource page, lectures, coaching, topic analyses, and events like tournaments and scrimmages, and managing the weekly publication of WSD motions.
- f. Speech Director. The Speech Director shall lead the creation of the organization's services for NSDA speech events, including free guides & drills for publication on platforms like the Notion resource page, lectures, coaching, topic analyses, and events like tournaments and scrimmages, and delegating responsibility for the weekly news brief (in coordination with the Congress & Debate Director) and extemp questions to organization staff.
- g. Outreach Director. The Outreach Director shall ensure that the organization's services are reaching the intended audience of underprivileged competitors in speech & debate, promote organization platforms such as the Discord server, Instagram, YouTube and website, coordinate outreach initiatives by chapters in conjunction with the Chapter Director, and coordinate outreach initiatives at popular, large national tournaments.
- h. Chapter Director. The Chapter Director shall manage and oversee the regional chapters of the organization, ensure chapter activity by assisting with regularly occurring chapter

meetings and events, grow and help select appointed leadership for newly ratified chapters, run and certify annual elections of chapter leadership, offer guidance and represent the interests & demands of the national organization for in-person events, and coordinate with the Outreach Director to ensure that chapters are being effectively utilized for outreach purposes.

- i. **Media Director.** The Media Director shall oversee the operation of the Organization's website, Instagram page, Discord server, and other social media initiatives pursued by the Organization, promote the Organization and its services to prospective users, promote the Organization's searches for officers, make decisions in collaboration with the rest of the Board of Directors regarding the branding of the Organization and the graphics involved in media operations, and vet and delegate work to officers to assist in the fulfillment of these duties.
- j. **Event Director.** The Event Director shall manage and host all of the organization's events, such as lectures, tournaments, scrimmages, etc., coordinate with the Executive Director and other directors to ensure that events occur regularly, and coordinate with the Outreach Director to ensure that these events comply with the organization's mission and will benefit as many competitors as possible.

New designations may be added to the Board of Directors with an amendment of the bylaws in accordance with Article IX, and these new vacancies may be filled by the Board of Directors in accordance with Section 3 of Article II of these bylaws.

**Section 9: Nonliability of Directors.** Members of the Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the Organization.

## **Article III: Meetings.**

**Section 1. Board Meetings.** The Board of Directors shall meet a minimum of one time each month, either in person, by telephone, or other electronic means where a dialogue can be conducted. The Executive Director shall preside over Board Meetings and prepare an agenda.

**Section 2. Special Meetings.** Any member of the Board of Directors may call a special meeting, designating the time and place and coordinating with the Executive Director to assemble an agenda. Special meetings may include exclusively the Board of Directors, officers, or other

persons at the discretion of the Board of Directors. Participants must be made aware of a special meeting at least 2 days in advance.

**Section 3. Decorum of Meetings.** Meetings of the Board of Directors shall be presided over by the Executive Director, or a member of the Board of Directors chosen by him or her to preside in his or her absence, or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting.

**Section 4. Quorum.** A quorum shall consist of board members participating in board meetings and special meetings consisting exclusively of board members for which notices have been sent to all members. A ½ majority is required for passage of a proposed motion.

**Section 5. Time Zone.** All scheduled events shall be planned using ET or EST time zones, depending on the current national daylight savings status.

## **Article IV: Finances.**

**Section 1: Payment Accounts.** All payment accounts (PayPal or Venmo) shall stand in the name of Equality in Forensics with funds payable on order of the Executive Director.

**Section 2: Approved Expenses.** All expenses, account payments, and otherwise that exceed \$50 must be approved by a ½ majority vote of the Board of Directors.

**Section 3: Fiscal Year.** The fiscal year of the Organization shall end on August 10.

**Section 4. Compensation.** The compensation of the Board of Directors and officers, if any, shall be fixed by resolution of the Board of Directors. In all cases, any compensation received by directors or officers of this Organization shall be reasonable and given in return for services actually rendered to or for the Organization. All compensation shall be approved in advance in accordance with this Organization's limitations, as set forth in Article V of these bylaws, including the Conflict of Interest Policy.

**Section 5. Incorporated Assets.** Assets, including social media platforms, held by directors or officers of the Organization, including but not limited to those previously used by CrowdPrep Institute, may be incorporated into the Organization in accordance with Article V of these bylaws.

## **Article V: Limitations.**

**Section 1. Activities.** Equality in Forensics shall not perform any activities not permitted by (a) a Organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) or (b) a Organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

No substantial part of the activities of this Organization 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 Organization 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.

Equality in Forensics shall not perform any activities not permitted by the National Speech & Debate Association Code of Honor.

**Section 2. Prohibition Against Private Benefit.** No part of the net earnings of this Organization shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Organization 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 Organization.

**Section 3. Distribution of Assets.** Upon the dissolution of this Organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Organization, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**Section 4. Private Foundation Requirements and Restrictions.** In any taxable year in which this Organization is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Organization (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 Organization 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.

**Section 5. Gifts.** The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or devise for the nonprofit purposes of this Organization.

**Section 6. Conflict of Interest Policy.** The purpose of this conflict of interest policy is to protect this tax-exempt Organization'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 Organization 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. Acting in such a manner is unacceptable and any party who acts outside of the Organization's best interest may be subject to disciplinary action. 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:

- a. Duty to disclose. Every director and officer of the Organization is obligated to disclose any known or potential conflicts of interest as soon as they arise. Failure to do so could result in removal or termination.
- b. Investigating potential conflicts. When a possible conflict of interest arises, the Board of Directors will collect all of the pertinent information and may question any concerned parties. If the Board of Directors determines that a conflict exists, steps will be taken to address the conflict. If no conflict exists, the inquiry may be documented but no further action will be taken.
- c. Addressing conflicts of interest. When an actual conflict of interest is found, any transactions that may have been affected will be reviewed retroactively. Affected parties both within and outside of the Organization, including directors, officers, and service users. An investigation will also be conducted by the Board of Directors to determine the extent of the conflict and the intentions of the parties involved. If the conflict in question

involves a member or members of the Board of Directors, the member or members will be excused from the deliberations.

d. Disciplinary action. As all conflicts of interest will be reviewed on a case-by-case basis, a review may result in disciplinary action. The Board of Directors has full discretion to deem what disciplinary action is both fitting and necessary, including removal from the Board of Directors.

## **Article VI: Amendments.**

**Section 1: Amendments.** These bylaws may be amended by the Board of Directors members provided that: 1) Notice of the proposed amendment is provided to the Board of Directors at least 2 days before the execution of the amendment is to be completed, and 2) The amendment is supported by a  $\frac{2}{3}$  majority vote of the Board of Directors.

## **Article VII: Dissolution.**

**Section 1: Dissolution.** This Organization may be dissolved by a  $\frac{3}{4}$  majority vote of the Board of Directors. The Organization's assets are to be distributed in accordance with Section 3 of Article V of these bylaws.