

**AMENDED AND RESTATED BYLAWS OF THE
CENTER FOR NATIONAL INDEPENDENCE IN POLITICS**

**ARTICLE I
PURPOSE**

The Center for National Independence in Politics, an Arizona nonprofit corporation, d/b/a Vote Smart (the "Organization"), is an organization with a mission to provide free, factual, unbiased information on candidates and elected officials to all Americans. Its goal is to provide the information necessary for effective and full participation by all Americans in elections at all levels and all forms of political activities under the Constitution.

**ARTICLE II
ORGANIZATION**

A. Donors

The Board of Directors may from time to time establish categories of participation for fundraising purposes, but no person shall, by reason of contribution to the Organization, have any voice in the affairs of the Organization.

B. Board of Directors

1. *Qualifications.* All members of the Board of Directors shall be adult natural persons with a sincere and demonstrated interest in public education and the teaching of democratic ideals. Each member of the Board of Directors shall demonstrate their willingness to accept responsibility to actively participate in governance of the Organization and should bring a variety of interests and expertise to the Organization. Each member of the Board of Directors shall enter into a Board of Directors member contract with the Organization in a form adopted by the Board of Directors.
2. *Number.* The number of members of the Board of Directors shall not be less than three (3) nor more than fifteen (15).
3. *Term.* Each member of the Board of Directors serves at the pleasure of the entire Board of Directors for a three-year term. A member of the Board of Directors is eligible to serve additional terms.
4. *Election at Quarterly Meetings.* Except for vacancies due to resignation or termination for cause, the election of members of the Board of Directors shall be held at the quarterly meetings of the Organization.
5. *Removal.* A Board member may be removed by a two-thirds majority of the other Board members.
6. *Vacancies.* In the event a member of the Board of Directors resigns or dies or is removed, the remaining members of the Board of Directors shall have the power to appoint a replacement.
7. *Meetings.* The Board of Directors shall meet not less than four times per year. Meetings may be in person or virtual. Additional meetings may be called at any time by the Chair or by any two members of the Board of Directors by writing or by email to all members of the Board of Directors.
8. *Indemnification.* In addition to protection for liability afforded directors of non-profit corporations as provided by Arizona law, members of the Board of Directors shall be indemnified and held harmless from any and all liability relating to their actions as members of the Board of Directors.
9. *Powers.* The Board of Directors shall oversee the business and affairs of the Organization through the following powers:
 - (a) To oversee the day-to-day operational activities of the Organization and to implement the policies and procedures it deems necessary.
 - (b) To review the operating budget, staff procedures, and progress four times a year and to oversee all hiring of employees, activities, and decisions made by the Organization.

- (c) To approve an operating budget annually prepared by the organization.
 - (d) To hire and evaluate the leadership of the Organization, including a President.
 - (e) To enter into contracts for such things as space rental, insurance, purchase of equipment, property, transportation requirements, appearance fees, and other natural incidents of corporate activity.
 - (f) To appoint a Board of Advisors willing to offer support and counsel to the Organization.
 - (g) To do all other things and acts necessary to achieve the objectives and set and implement the policies of the Organization.
10. *Quorum.* A majority of the Board of Directors shall constitute a quorum for the purpose of doing business, and a majority of a quorum shall be sufficient to adopt any motion.
11. *Indemnification.* In addition to protection for liability afforded directors of non-profit corporations as provided by Arizona law, members of the Board of Directors shall be indemnified and held harmless from any and all liability relating to their actions as members of the Board of Directors.

C. Officers

1. *Chair.* The Board of Directors shall elect one of its members to serve as Chair. The Chair shall preside over all meetings of the Board of Directors.
2. *Vice Chair.* The Board of Directors shall elect one of its members to serve as Vice Chair. The Vice Chair shall take on all of the responsibilities of the Chair when the Chair is unavailable.
3. *Secretary.* The Board of Directors shall elect one of its members to serve as Secretary. The Secretary shall be responsible for recording minutes of all meetings of the Board of Directors.
4. *Treasurer.* The Board of Directors shall elect one of its members to serve as Treasurer. The Treasurer shall be responsible for periodic review of the status of the accounts of the Organization and support annual preparation of an operating budget for approval by the Board of Directors.

D. Annual Meeting

The annual meeting of the Organization shall be held each spring, typically in March. The agenda for the annual meeting typically includes the election of board officers, the approval of the annual budget, and the review of the president.

**ARTICLE III
MISCELLANEOUS**

A. Records and Funds

The records and funds of the Organization shall be kept and accounted for at the place of business of the Organization. Regular reports of the Treasurer as to the status of the accounts of the Organization shall be provided to each member of the Board of Directors and shall be made available publicly on the Organization's website. Funds shall be kept in federally insured checking or savings accounts, or, with the approval of the Board of Directors, with qualified financial professionals specializing in the receipt, disbursement, and investment of non-profit corporation funds. The Board of Directors may provide for periodic audits of the Organization's funds, provided such audit be performed only by a qualified and independent certified public accountant. Any such audits, and the public portions of the Organization's annual Form 990 tax returns, shall also be made available publicly on the Organization's website.

B. Amendment of Bylaws

These Bylaws may be amended by the Board of Directors at any properly noticed meeting called for the specific purpose of amending the Bylaws. Wording of proposed amendments shall accompany notice of any such meeting. Amendments shall require a two-thirds majority vote of the quorum present at such meeting.

C. Limitations to Indebtedness

The maximum aggregate indebtedness the Organization may incur shall be five-hundred thousand dollars (\$500,000).

D. Exempt Activities

Notwithstanding any other provision of these Bylaws, no member, trustee, officer, employee, or representative of the Organization shall take any action or carry on any activity by or on behalf of the Organization not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the United States Internal Revenue Code and its Regulations, as now existing or as hereafter amended, or to which contributions are deductible under Section 170(c)(2) of such Code and Regulations or prohibited by the Conflict of Interest Policy of the Organization.

ACKNOWLEDGEMENT

The foregoing was adopted as the Amended and Restated Bylaws of The Center for National Independence in Politics, an Arizona nonprofit corporation, d/b/a Vote Smart, by resolution of the Board of Directors on June 22, 2023


_____, Secretary
SARAH KRUSE