

**BYLAWS OF THE FLORIDA STUDENT NEWS WATCH, INC.
A FLORIDA NON-PROFIT CORPORATION**

ARTICLE I: OFFICES

Section 1.1. Principal Office.

The principal office of the Corporation is located at 1513 W. Garden St., Pensacola, FL, 32502, and may be changed from time to time by resolution.

Section 1.2 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 II: NONPROFIT PURPOSES AND AUTHORITY

Section 2.1. IRC 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 2.2. Specific Objectives and Purposes.

The specific objectives and purposes of this corporation shall be: Educational within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2.3. Governing Instruments.

The Florida Student News Watch, Inc. shall be governed by its Articles of Incorporation and its Bylaws.

ARTICLE III: DIRECTORS

Section 3.1. Number.

The corporation shall have a minimum of three directors and collectively they shall be known as the board of directors. The number of directors may be changed by vote of the directors. In the event the board is expanded, the number of members must always be an odd number to ensure resolution on items requiring a vote.

Section 3.2. Qualifications.

Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be decided by the board in policies outlined and set forth by a unanimous vote.

Section 3.3. Powers.

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 3.4. Duties.

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. 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;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses with the secretary of the corporation, and notices of meetings mailed or sent electronically to them at such addresses, or email addresses, shall be valid notices thereof.

Section 3.5. Term of Office.

Each director shall hold office for a period of one calendar year initially. Board members may request to continue on the board for additional year increments, recorded in board meeting minutes. The remaining board will vote for continuation of the petitioning member. In the event that board membership is denied, the petitioning member may be relieved immediately to remain until his or her successor is elected and qualified, based on the needs of the board and organization.

Section 3.6. Compensation.

Directors shall expect to serve without compensation. Regardless of any fixed compensation, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

Section 3.7. Place of Meetings.

Meetings shall be held 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. The directors may also choose to hold meetings remotely, via telephonic conference call, electronic video conference, or through any other means of conducting a meeting remotely decided by the directors.

Section 3.8. Regular Meetings.

Routine meetings of directors shall be held online. In-person meetings will be scheduled throughout the year as needed. Directors shall be elected by the board of directors. Voting for the election of directors shall be by written or electronic ballot. 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.

Section 3.9. Special Meetings.

Special meetings of the board of directors may be called 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. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting. The person or person calling the meeting may also designate that meetings may take place remotely using sufficiently appropriate communication technology to support free discussion and discourse.

Section 3.10. 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.
- b. **Special Meetings.** Prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice must be written, may be given personally, by first class mail, by facsimile machine, or by electronic means, such as e-mail, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or other

electronic notification, the director to be contacted shall acknowledge receipt of the notification by a return message or telephone call within twenty-four hours of the first electronic 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 3.11. Quorum for Meetings.

A quorum shall consist of majority of the then current members of the board 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 3.12. 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 3.13. 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 chief operating officer 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.

Section 3.14. Vacancies.

Vacancies on the board of directors shall exist (1) on the removal, resignation, or death of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, 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. 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 3.15. Nonliability of Directors.

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

Section 3.16. 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.

Section 3.17. 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.

Section 3.18. Creative Control.

Founder, CD Davidson-Hiers, shall retain creative control of the mission, direction, and purpose of the Florida Student News Watch, Inc. until such time as she is retired or deceased, or otherwise voluntarily hands control over to the board through formal declaration, in writing.

ARTICLE IV: OFFICERS

Section 4.1. Designation of Officers.

The officers of the corporation shall be determined by the directors, who may also serve as officers as dictated by organizational needs. The officers of the corporation shall be a president, a secretary, a treasurer, and a chief operating officer. The officers shall be elected by the board at the annual meeting of the board and each officer shall hold office for a term of at least one calendar year and until such officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed by vote of the board. The same person may hold more than one office, except that the same person may not be both President and Secretary. The board may appoint such other officers as may be deemed desirable, including one or more vice-presidents, one or more assistant secretaries, and one or more assistant treasurers. Such officers shall serve for such period as the board may designate.

Section 4.2. Qualifications.

Any person may serve as officer of this corporation. Board members are not precluded from serving as corporate officers where and when needed. However, doing so shall require a vote of the board to approve the dual functions of the individual in question.

Section 4.3. 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 4.4. 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. Any such resignation shall take effect at 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.

Section 4.5. Vacancies.

Any vacancy caused by the resignation, removal, disqualification, death, 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 4.6. 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.

Section 4.7. Roles of the Board of Directors, individually.

The board of directors of the organization shall be a president, a vice president, and at least one additional board member. All board members need to be involved in journalism, nonfiction writing or environmentalism/conservation in some way.

Section 4.7. Powers and Duties of the President.

The president shall serve as the director of the organization. The president shall from time to time make such reports of the affairs and operations of the organization as the board may direct and shall preside at all meetings of the board. The president shall have such other powers and shall perform such other duties as may from time to time be assigned to the president by the board. The president may enter into contracts and agreements on behalf of the board and organization. The president may serve as the Treasurer until such time a Treasurer is found.

Section 4.8. Powers and Duties of the Vice President.

The vice president shall act as the chief executive officer of the organization in the absence of the president. The vice president may serve in varying capacities and roles as dictated by the organization's needs and with approval by the board.

Section 4.9. Powers and Duties of the Board Member At-Large.

The board member at-large shall act as the chief executive officer of the organization in the absence of the president and vice president. The board member at-large may serve in varying capacities and roles as dictated by the organization's needs and with approval by the board.

Section 4.10. Managing Editor's Position on the Board.

A managing editor of the News Watch shall be a non-voting member of the Board. The managing editor shall administer the affairs of the organization and implement its policies as established by the board of directors.

ARTICLE V: COMMITTEES

The board of directors shall be charged with forming, directing and dissolving committees. The board of directors will define policies and procedures to govern committees as needed.

ARTICLE VI: EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 6.1. Execution of Instruments.

The board of directors, except as otherwise provided in these bylaws, may by written and signed 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 6.2. 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 or designated board member. Routine payments for established contractual obligations with vendors will be established, wherever possible, through electronic bank services and approved in advance by the board of directors.

Section 6.3. Deposits.

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

Section 6.4. 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 6.5. Currency.

The currency used for operation shall be the US dollar. International clubs affiliated with the corporation shall be individually responsible for ensuring that all fees, dues, funds, donations, grants, gifts and other monetary exchanges with the corporation are conducted in US dollars.

ARTICLE VII: CORPORATE RECORDS, REPORTS, AND SEAL

Section 7.1. Maintenance of Corporate Records.

The corporation shall maintain 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.

Section 7.2. 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 7.3. 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 7.4. Right to Copy and Make Extracts.

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 7.5. 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 VIII: IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 8.1. 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 8.2. 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 8.3. Dissolution.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The board members shall select one or more qualified entities to receive such funds with the following limitations. Selected entities must have a primary mission of supporting education, training, and animal welfare for canines. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 8.4. 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 IX: CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

Section 9.1. Purpose of Conflict of Interest Policy.

The purpose of this conflict of interest policy is to protect this tax-exempt corporation'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 9.2. Definitions.

- a. Interested Person.** Any 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 9.3. 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.** 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. 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. 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. 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 9.4. 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 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 9.5. Annual Statements.

Each director, principal officer, and member of a committee with governing board delegated powers shall annually during a board meeting attest and affirm 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 9.6. Currency for Reimbursement.

Reimbursement to directors, regional officers, and other as needed, shall be in US dollars.

ARTICLE X: FISCAL YEAR

Section 10.1. Fiscal Year.

The fiscal year of the FLORIDA STUDENT NEWS WATCH, INC. shall be the calendar year. The Executive Committee may change the fiscal year if deemed appropriate.

ARTICLE XI: AMENDMENT OF BYLAWS

Section 11.1. 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.

ARTICLE XII: 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.


ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 9 preceding pages, as the bylaws of this corporation.

Date: January 24, 2025

CD Davidson-Hiers, President: 

Christian McMahon, Vice President: Abstained due to natural disasters (wildfires) in Los Angeles County

Ashira Morris, Board Member At-Large: 

Procedural notes:

On Jan. 24, 2025, a majority vote via email of the Board of Directors of the Florida Student News Watch, Inc. passed the above bylaws. Vice President Christian McMahon abstained from the vote due to the natural disasters affecting Los Angeles County, his county of residence. Due to the need for bylaws, Board Member At-Large Ashira Morris and President CD Davidson-Hiers ratified the bylaws with a note that Vice President Christian McMahon will be ceded time during the first FSNW Board Meeting of 2025 to voice any desired amendments to the bylaws.

Vice President Christian McMahon agreed with this proposal. All members of the board are aware of the circumstances and are in favor of this procedure.