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## **ARTICLE 1. INTRODUCTION**

### **1.1. Nonprofit Name**

- *The name of the organization is:* Patriarchs of Progression Society, and may not be changed, except upon its dissolution.
- The organization may also be referred to as "Patriarchs of Progression" or/and "POPS" (which may be utilized interchangeably in this document). POPS may create registered trade names, by majority vote of the Board of Directors, also referred to as: "The BOD" or "Board".
- Trade names registered to/by POPS shall be utilized for specific allowable nonprofit purposes documented within the meeting minutes, upon which they are approved.
- The use of distinguishable logos, catchphrases, slogans, hashtags, and other uniquely identifiable visual, audio, and tangible marks that establish brand identity may be approved by majority vote of the Board, and upon being accepted as part of the brand identity of Patriarchs of Progression Society and may not be used except by unanimous vote of The BOD.

### **1.2. Nonprofit Location**

Patriarchs of Progression Society is located in the United States of America. Principal offices shall be located at principal places of business or any location as designated by The BOD of its respective branch. Patriarchs of Progression Society may have such other offices, within or without its registered state, as the Board may designate, or as the mission of Patriarchs of Progression Society may require.

### **1.3. Nonprofit Branches**

- POPS intends to perpetually grow and thrive, therefore, wherever Patriarchs of Progression' priority service population ("our people" or "PSP") may exist, new



interconnected organizations (“branches”) may be developed per these Bylaws. Branches of POPS will operate out of designated principal offices, per these Bylaws.

- The original branch is designated: the “root” branch. The root branch of POPS is located in Washington State, organized in accordance with the Washington Nonprofit Corporation Act, on September 23, 2020.

#### **1.4. Nonprofit Purpose**

Patriarchs of Progression Society IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL & PREVENTION & PROTECTION OF CHILDREN (FROM CRUELTY & EXPLOITATION) PURPOSES, PER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE ("IRC"), OR/AND CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

#### **1.5. Nonprofit Mission**

Patriarchs of Progression Society’s mission is: To holistically heal and remediate the adverse impacts of generational trauma on socially-disadvantaged families, and communities, by supporting sons of all ages, in accessing resiliency resources, foundational in building generational health and wealth.

#### **1.6. Nonprofit Priorities**

- Patriarchs of Progression was founded *by* healing trauma- impacted, socially-disadvantaged sons *for* healing trauma- impacted socially -disadvantaged sons (“our priority service population”). POPS will strive to align our priority service population (“PSP”) with trauma-informed services and evidence-based programs which offer equitable access to resiliency-resources.
- As such, POPS will promote, facilitate, and support its priority service population’s access to and alignment with: *economic security* (e.g. affordable



housing, nutritious food, livable wages, basic necessities); higher education *and* early learning; *advocacy and self-advocacy*; crisis intervention; victim awareness, assistance, *and* advocacy; violence prevention *and* intervention; peer support *and* person-centered recovery; job *and* entrepreneur training; and other services and programs identified as meaningful paths to creating safety nets, and reinforcing family support systems, that may positively impact under-resourced communities.

### **1.7. Nonprofit Vision**

Patriarchs of Progression Society may adopt and adapt its vision and priorities to its perpetual mission and purpose, by unanimous vote of the Board of its root branch.

## **ARTICLE 2. MEMBERSHIP**

### **2.1. Classes of Members**

Patriarchs of Progression Society shall initially have (3) classes of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws, or within Patriarchs of Progression Society's policies and procedures. Patriarchs of Progression Society shall have members meeting the definition of “members” in RCW 24.03A.010(45).

### **2.2. Qualifications for Membership**

- A member must be an individual, to qualify for membership. An organization or group may not be a member.
- Members must join voluntarily, by means determined by the Board, and must select a class of membership, updated as per each member’s preference and eligibility.



- Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws, or within Patriarchs of Progression Society's policies and procedures.

### **2.3. Voting Rights-Members**

**2.3(1).** Each member entitled to vote upon a matter shall be entitled to (1) vote upon each such issue.

**2.3(2).** Each member entitled to vote at an election of Directors may cast (1) vote, per Director(s) to be elected.

**2.3(3).** Each Director entitled to vote upon the appointment of an Officer shall be entitled to (1) vote per Officer to be appointed.

### **2.4. Annual Meeting-Members**

- For the purpose of electing Directors, appointing Officers, and transacting POPS business, an annual meeting of members shall be held once each calendar year, in the month the branch was initially registered, at a date and time established by the branch's Board via simple majority vote.
- The annual meeting of members shall be open to the public, with notice publicly published by the Board for a minimum of (45) days before the annual meeting.
- Non-members in attendance at the annual meeting may not participate in a way that hinders or interferes with the progression of the meeting as per these bylaws.

#### **2.4. (1) Regular Meetings-Members**

- At the annual meeting, the Board shall establish a schedule for regular meetings, to be held as regularly as The BOD deems prudent, by simple majority vote.



- At minimum, the schedule of regular meetings shall span until the next annual meeting, but may span for however long deemed prudent by simple majority vote of members.
- Regular meetings shall be open and accessible to all class members, for the purpose of enabling members to remain meaningfully involved in the POPS mission.

#### **2.4 (2) Special Meetings-Members**

- By written request to the Board, an Officer; a simple majority of the Board; **or** a simple majority of voting members at an intended special meeting, may call a special meeting for any purpose.

#### **2.5. Place of Meetings- All**

All meetings of members, The BOD, or committee, shall be held at the principal office of Patriarchs of Progression Society or at such other place, or communication platform, designated by an Officer; a simple majority of the Board; **or** a simple majority of voting members.

#### **2.6. Notice of Meetings-Members**

- Per meeting notification preferences, recorded in the current member records, the Board shall ensure notification of meetings, to each member entitled to notice.
- Meeting notification shall state the place, date and time of such meeting (and in the case of a special meeting, the purpose(s) for which the meeting is called).
- Notice provided via electronic transmission is adequate to meet the notice requirements of these Bylaws, when: (a) transmitted per the notification preference of the recipient, per current member records; or (b) posted on an electronic network, owned or controlled by Patriarchs of Progression Society, **and**



a separate notification of the posting was transmitted to the recipient with comprehensible access instructions to the posting.

### **2.7. Notice of Special Meetings- Members**

- Upon the written request of a simple majority of voting members, the Board must give notice of a special meeting to be held at such date, time, and place, as the Board may determine.
- If the Board fails to issue a special meeting notice, within (35) days after receipt of a sufficient written request, the requesting member(s) may issue such notice, and may set the date, time and place for the special meeting.
- If such notice is properly addressed, per current member records, with prepaid postage, it shall be deemed delivered upon deposit in the official government mail, or as per the recipient's notification preference, per member records.

### **2.8. Waiver of Notice- All**

- Whenever any notice is required to be given to any member for any purpose, per these Bylaws; the Articles of Incorporation; or applicable law, a signed written waiver of such notice by the entitled notice recipient, before or after the time stated therein, shall be deemed sufficient notice.
- Neither the intended business to be transacted, nor the purpose of, any regular or special meeting need be specified in the waiver of notice of such meeting.

### **2.9. Quorum- All Meetings**

- A quorum shall be constituted by a simple majority of voting members entitled to vote at an annual, regular, or special meeting, of members, the Board, or a committee, represented in person at that meeting.
- If less than a quorum of voting members is represented at any meeting, a majority of the members so represented, may adjourn the meeting, without further notice.



#### **2.10. Manner of Acting- All Matters**

For the adoption of any matter requiring a vote, a simple majority vote of members entitled to vote upon an action, at any meeting, with a quorum present, is required- unless a greater proportion is required by applicable law; the Articles of Incorporation; or these Bylaws.

#### **2.11. Proxy- All Votes**

No member may vote by proxy, upon any matter requiring a vote.

#### **2.12. Action by Members Without a Meeting- All**

- Any action which could be taken at a POPS meeting, may be taken without a meeting, if a written consent sufficiently detailing that action, is signed by all voting members, entitled to vote upon the action.
- Such written consents may be executed in (2) or more counterparts, each of which deemed an original, and all of which, collectively shall constitute (1) and the same document.
- Any such written consent shall be entered into the respective meeting minutes, and adequately attached.
- Per these Bylaws, “executed” means: (a) a signed writing; or  
(b) an electronic communication sent with sufficient information to determine the sender’s identity.

#### **2.13. Meetings by Any Means- All**

- Members of Patriarchs of Progression Society may participate in any meeting, by any means in which all persons participating in the meeting can hear each other at the same time.
- Participation by such means shall constitute presence in person at a meeting.

#### **2.14. Elections**





- Any voting member may nominate any voting member to be elected a Director.
- Directors of Patriarchs of Progression Society shall be elected each year by majority vote of voting members, at the annual meeting of the members.
- Officers of Patriarchs of Progression Society shall be elected each year by the Board, at the annual meeting of the Board.

#### **2.15. Terms**

- Unless a Director dies, resigns or is removed, Directors shall hold office for a term of (2) years or until a successor is elected, whichever is later. Terms of Directors shall be staggered to the extent possible.
- Unless an Officer dies, resigns, or is removed from office, an Officer shall hold office until the next annual meeting of the Board or until a successor is elected.

#### **2.16. Resignations**

- Any Officer, Director, or member elected or appointed by the Board may resign at any time by delivering written notice to the Board, or by giving oral or written notice at any meeting with the Board in attendance.
- Any such resignation is effective at the specified time, or if the time is not specified, upon delivery thereof and, unless otherwise specified, the acceptance of resignation shall not be necessary to make it effective.

#### **2.17. Removals**

- The Board, by resolution adopted by a majority of current Directors, may remove any member of any committee elected or appointed by the Board.
- Any Officer or member elected or appointed by the Board may be removed from position by the Board, by simple majority vote, whenever in its judgment the best interests of POPS would be served by such removal, and shall be without prejudice to the contractual rights, if any, of removed member(s).



- At a special meeting of members called expressly for that purpose, (1) or more Directors (including the entire Board) may be removed from The BOD, with cause so specified, by 2/3 of voting members at a meeting, at which a quorum is present.
- At a special meeting of members called expressly for that purpose, (1) or more Directors may be removed from the Board, with or without cause, by unanimous vote of voting members.

#### **2.18. Vacancies**

- A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office, or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.
- A vacancy on the Board, may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board. A Director filling a vacancy shall serve for the unexpired term of that Director's predecessor.

#### **2.19. Compensation**

- Officers, Directors, or/and committee members shall receive no compensation for their services as Officers, Directors, or/and committee members.
- Officers, Directors, or/and committee members may receive reimbursement for expenses incurred on behalf of Patriarchs of Progression Society in performance of their duties.
- Any POPS member providing services, outside of the duties they were elected or appointed to perform, which that member would be otherwise qualified to be contracted or hired to provide, may be reasonably compensated when such services are deemed by simple majority vote of The BOD, to be in the best interest of Patriarchs of Progression Society.



## **ARTICLE 3. BOARD OF DIRECTORS**

### **3.1. General Powers**

The affairs of Patriarchs of Progression Society shall be managed by a Board of Directors.

### **3.2. Number of Directors**

The Board shall consist of not less than (3) nor more than (99) Directors, the specific number to be set by Board resolution. The number of Directors may be changed by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

### **3.3. Qualifications of Directors**

Directors shall be members of Patriarchs of Progression Society and members of Class 1 or Class 2. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws, or within the root branch's policies and procedures.

### **3.4. Election of Directors**

#### **3.4.1 Initial Directors**

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of members, or until a successor is elected.

#### **3.4.2 Successor Directors**

Successor Directors shall be elected each year at the annual meeting of members.

The election of Directors may be conducted in such manner as the Board of Directors shall determine by majority vote at the preceding annual meeting.

### **3.5. Annual Meeting- The BOD**

The annual meeting of the Board, shall be held without notice immediately following, and at the same place, by the same means, as the annual meeting of members, for the



purposes of electing officers and transacting such business as properly comes before the Board.

### **3.6 Regular Meetings- The BOD**

- At the annual meeting of the Board, the Board shall establish a schedule for regular Board meetings, by simple majority vote.
- At minimum, the schedule of regular Board meetings shall span until the next annual Board meeting.
- Regular Board meetings shall be open and accessible to all voting members, for the purpose of enabling voting members to remain meaningfully informed of actions of The BOD.
- By resolution, The BOD may specify the date, time and place for regular Board meetings without other notice, than such resolution.

### **3.7 . Special Meetings- The BOD**

- By written request to The BOD, by (1) Officer; any (2) Directors, or by any means deemed prudent by The BOD, a special meeting of the Board may be called, for any purpose.
- By written request to The BOD, by (1) Officer; any (2) Directors; **or** by (1) Head of the committee, relative to the purpose of the special meeting; a special meeting of a duly designated committee may be called.
- Member(s) authorized to call special meetings may set any place, by any means per these Bylaws, for holding any special Board or committee meeting called by them.

### **3.8. Notice of Special Meetings- The BOD**

- Not less than (12) days before a special meeting of The BOD or any committee, written notice shall be given to a Director of that special meeting.



- Written notices may be delivered per notification preference of the notice recipient. Neither the nature of transacted business, nor the purpose of any special meeting need be specified in the written notice.
- If notice is via mail, notice shall be deemed effective upon deposit in the official government mail, properly addressed with prepaid postage.
- Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, or destination, per the recipient's preference, as reflected in the member records; or (b) is posted on an electronic network controlled by POPS, **and separate notice** with comprehensible instructions to access the posting is delivered per the recipient's notification preference.

### **3.9 . Waiver- By Attendance**

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when that Director's attendance is for the express purpose of objecting to the transaction of any business, due to the improper calling or convening of that meeting.

### **3.10. Manner of Acting**

The act of the majority of the Directors present at a meeting, with a quorum, shall be deemed the act of the Board, unless the vote of a greater majority is required per these Bylaws, the Articles of Incorporation, or applicable law.

### **3.11. Presumption of Assent**

- A Director of POPS present at a Board meeting at which action on any matter is taken, shall be presumed to have assented to the action taken unless that Director's dissent or abstention is entered in the meeting minutes.
- A Director may file a written dissent or abstention to an action with an Officer before the adjournment of the meeting thereof, or forward such dissent or



abstention by notice means accepted by the Board, within 24 hours of adjournment of the meeting.

- Such right to dissent or abstain is inapplicable to a Director who voted in favor of such action.

### **3.12. Action by Board Without a Meeting**

- Any action which could be taken at a POPS Board meeting, may be taken without a Board meeting, if a written consent sufficiently detailing that action, is unanimously approved, and signed by a simple majority of The BOD.
- Such written consents may be executed in (2) or more counterparts, each of which deemed an original, and all of which, collectively shall constitute (1) and the same document.
- Any such written consent shall be entered into the respective Board meeting minutes, and adequately attached, as if it were the minutes of a Board meeting.
- Per these Bylaws, “executed” means: (a) a signed writing; or (b) an electronic transmission sent with sufficient information to determine the sender’s identity.
- For purposes of this Section 3.16 only, "each director entitled to vote" does not include an "interested director" who abstains in writing from providing consent, where:
  - (a) The Board has determined that:
    - (i) Patriarchs of Progression Society is entering into the transaction for its own benefit; and
    - (ii) The transaction is fair and reasonable to Patriarchs of Progression Society when it enters into the transaction or the noninterested directors determine in good faith after reasonable investigation that Patriarchs of Progression



Society cannot obtain a more advantageous arrangement with reasonable effort under the circumstances, at or before execution of the written consent; and, (b) Such determination is included in the written consent or in other records of Patriarchs of Progression Society.

### **3.13. Board and Advisory Committees**

#### **3.13.1 Board Committees**

- By a resolution of a  $\frac{2}{3}$  vote, the Board may designate and appoint one or more standing or temporary committees, each of which shall consist of (2) or more Directors.
- Such Board committees shall have and exercise the authority of the Directors in the management of Patriarchs of Progression Society, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or Officer of Patriarchs of Progression Society; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another nonprofit organization; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of Patriarchs of Progression Society not in the ordinary course of business; (f) authorize the voluntary dissolution of Patriarchs of Progression Society or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of Patriarchs of Progression Society; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee.



- The designation and appointment of any committee and the delegation of authority to that committee, shall not relieve the Board or any individual Director of any responsibility imposed upon it, by these Bylaws or the law.

#### **3.13.2 Advisory Committees**

- The Board may designate and appoint (1) or more advisory committees, each of which may consist of at least (1) Director and (1) or more other members, or agents to give advice and counsel to the Board.
- The Board shall establish the charge and tasks for advisory committees and appoint Heads and members.

## **ARTICLE 4. OFFICERS**

### **4.1. Number and Qualifications**

- At no time shall there be less than (2) Officers of Patriarchs of Progression Society.
- Officers of Patriarchs of Progression Society shall be Class 1 or Class 2 members, elected by the Board to perform the duties of President, Secretary, and Treasurer.
- Per the alternative leadership model of Patriarchs of Progression Society, the foregoing Officers' duties may be shared interchangeably amongst Officers, and may be performed by members of the Board, when such performance is in the best interests of Patriarchs of Progression Society, as provided in these Bylaws or by resolution of the Board.
- Any Officer may be assigned by the Board any additional title that the Board deems appropriate.
- Any (2) or more Offices may be held by the same person, except the Offices of President and Secretary.





## **4.2. Officers- Duties**

### **4.2.1. Duties- President**

- Officers performing “President” duties (subject to the Board’s control) shall: (a) supervise and oversee all of the assets, business and affairs of Patriarchs of Progression Society; (b) preside over meetings of the members and the Board; (c) sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof are expressly delegated by the Board or by these Bylaws to some other member of Patriarchs of Progression Society or are required by law to be otherwise signed or executed by some other officer or in some other manner.
- In general, President duties shall consist of all duties incident to the office of President and such other duties as are assigned by the Board from time to time.

### **4.2.2. Duties- Secretary**

- Officers performing “Secretary” duties (subject to the Board’s control) shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of Patriarchs of Progression Society; (d) keep records of the post office and email address of each member and Director and of the name and post office and email address of each officer.
- In general, Secretary duties shall consist of all duties incident to the office of Secretary and such other duties as are assigned by the Board from time to time.



#### **4.2.3. Duties- Treasurer**

- Officers performing “Treasurer” duties (subject to the Board’s control) shall: (a) upon request by The Board, give a bond for the faithful discharge of Treasurer duties in such amount and with such surety or sureties as the Board may determine; (b) have charge and custody of and be responsible for all funds and securities of Patriarchs of Progression Society; (c) receive and give receipts for moneys due and payable to Patriarchs of Progression Society from any source whatsoever; (d) deposit or ensure the deposit of all such moneys in the name of Patriarchs of Progression Society in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; (e) provide financial reports to the Board at its meetings and on request.
- In general, Treasurer duties shall consist of all duties incident to the office of Treasurer, and such other duties as are assigned by the Board from time to time.

## **ARTICLE 5. ADMINISTRATIVE PROVISIONS**

### **5.1. Loans**

No loans shall be contracted on behalf of Patriarchs of Progression Society and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### **5.2. Loans or Extensions of Credit to Officers and Directors**

No loans shall be made and no credit shall be extended by Patriarchs of Progression Society to its officers or Directors.



### **5.3. Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Patriarchs of Progression Society shall be signed by an Officer, or agent, of Patriarchs of Progression Society, and in such manner as is determined by resolution of the Board.

### **5.4. Books and Records**

- Patriarchs of Progression Society shall keep at its principal or registered office”:  
(a) copies of its current Articles of Incorporation, Bylaws, and Annual Report; (b) adequate records of accounts and finances; (c) minutes of meetings, of the Board, and committees; (d) self-reported identifying information for each active member (including name, date of birth, branch, and membership class); (e) self-reported contact information of each Director and Officer; and (f) such other records as deemed advisable by the Board.
- All books and records of Patriarchs of Progression Society shall be open to inspection, at any reasonable time by any active member of a minimum of (9) months, or any representative of more than 10% percent of a class membership.

### **5.5. Accounting Year**

The accounting year of Patriarchs of Progression Society shall be the twelve months ending December 31st.

### **5.6. Policies and Procedures**

The rules at meetings of the Board and committees of the Board shall be rules contained in the Policies and Procedures of Patriarchs of Progression Society, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, any resolution of the Board, or governing law.



## **ARTICLE 6. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a unanimous vote of the Board. The foregoing

Bylaws were adopted by the Board of Directors by unanimous vote on September 23, 2020.

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**Board Member**

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**Board Member**

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**Board Member**