



Real Recovery Podcast Inc.

Bylaws of The Real Recovery Podcast, Inc.

Article I: Name and Purpose

1. **Name:** The name of the organization is The Real Recovery Podcast, Inc. (hereinafter referred to as "the Organization").
2. **Purpose:** The Organization is organized exclusively for charitable, educational, and social welfare purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific purposes are as stated in the Articles of Association.

Article II: Offices

1. **Principal Office:** The principal office of the Organization shall be located at 17733 SE Haig Drive, Portland, OR 97236-1315.
2. **Other Offices:** The Organization may have other offices as determined by the Board of Directors.

Article III: Membership

1. **Membership:** The Organization shall not have members.

Article IV: Board of Directors

1. **General Powers:** The affairs of the Organization shall be managed by its Board of Directors.
2. **Number and Qualifications:** The Board shall consist of three (3) directors: a President, a Secretary, and a Treasurer.
3. **Election and Term of Office:** Directors shall be elected by the Board at the annual meeting. Each director shall serve a term of one (1) year or until a successor is elected and qualified.
4. **Resignation and Removal:** Any director may resign by giving the President or Secretary written notice. A director may be removed by a two-thirds vote of the remaining directors.
5. **Vacancies:** Any vacancy on the Board shall be filled by a majority vote of the remaining directors. A director elected to fill a vacancy shall serve for the unexpired term of their predecessor.



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Article V: Meetings of the Board of Directors

1. **Regular Meetings:** The Board shall hold regular meetings at least quarterly, at a time and place determined by the Board.
2. **Special Meetings:** Special meetings may be called by the President or any two directors. Notice of any special meeting shall be given at least seven (7) days in advance.
3. **Quorum:** A majority of the directors shall constitute a quorum for the business transaction.
4. **Voting:** Each director shall have one vote. The act of a majority of the directors present at a meeting where a quorum is present shall be the act of the Board.

Article VI: Officers

1. **Officers:** The officers of the Organization shall be a President, a Secretary, and a Treasurer.
2. **Election and Term of Office:** Officers shall be elected by the Board at the annual meeting. Each officer shall serve a term of one (1) year or until a successor is elected and qualified.
3. **Resignation and Removal:** Any officer may resign by giving written notice to the President or Secretary. An officer may be removed by a two-thirds vote of the directors.
4. **Vacancies:** The board shall fill a vacancy in any office for the unexpired portion of the term.

Article VII: Duties of Officers

1. **President:** The President shall preside at all meetings of the Board, oversee the activities of the Organization, and perform other duties as assigned by the Board.
2. **Secretary:** The Secretary shall keep minutes of all meetings, handle correspondence, and maintain the records of the Organization.
3. **Treasurer:** The Treasurer shall oversee the financial matters of the Organization, maintain accurate financial records, and provide financial reports at each Board meeting.



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Article VIII: Committees

1. **Committees:** The Board may establish committees as needed. Committee members shall be appointed by the President with the approval of the Board.
2. **Committee Authority:** Each committee shall have the authority granted by the Board, except that no committee shall have the authority to amend the Articles of Association or these Bylaws.

Article IX: Fiscal Matters

1. **Fiscal Year:** The fiscal year of the Organization shall end on the last day of December.
2. **Contracts:** The Board may authorize any officer or officers to enter into contracts on behalf of the Organization.
3. **Checks and Drafts:** All checks, drafts, or other orders for payment shall be signed by such officer or officers as designated by the Board.
4. **Deposits:** All funds of the Organization shall be deposited in such banks or other depositories as the Board may select.

Article X: Records and Reports

1. **Records:** The Organization shall keep correct and complete books and records of account and minutes of the proceedings of its Board and committees.
2. **Inspection:** All books and records of the Organization may be inspected by any director for any proper purpose at any reasonable time.

Article XI: Indemnification

1. **Indemnification:** The Organization shall indemnify its directors and officers to the fullest extent permitted by law against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement reasonably incurred in connection with any action, suit, or proceeding to which they are made a party by reason of being or having been such director or officer.

Article XII: Amendments

1. **Amendments:** These Bylaws may be amended by a two-thirds vote of the Board of Directors, provided that written notice of the proposed amendment is given to all directors at least ten (10) days prior to the meeting.



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Article XIII: Dissolution

1. **Dissolution:** Upon the dissolution of the Organization, assets 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.

Adoption of Bylaws

These bylaws were adopted by the Board of Directors of The Real Recovery Podcast, Inc. on 05/24/2024.

Signatures

President: [Signature] Date: 5/24/2024

Secretary: [Signature: Julie Lewis] Date: 5/24/24

Treasurer: [Signature: Mike Ma] Date: [Signature: Mike Ma] 5/24/24