

Bylaws of
The Reporters Inc.

Bylaws of The Reporters Inc.

Article 1 - Offices

Section 1 – Name of the Corporation

This corporation shall be known as The Reporters Inc, herein after referred to as corporation and/or Reporters Inc.

Section 2 - Principal Office

The principal office of The Reporters Inc is located at 713 West Willow Suite 100, Chicago, IL 60601, Cook County and State of Illinois.

Section 3 - Change of Address

The designation of the county or state of The Reporters Inc.'s principal office may be changed by amendment of these bylaws. The board of officers may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes shall not be deemed, nor require, an amendment of these Bylaws

New Address

Dated:

New Address

Dated: -

Section 4 - 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 2 - Non Profit Purposes

Section 1 - IRC Section 501[c] [3] Purposes

Reporters Inc 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 - Specific Objectives and Purposes

The specific objectives and purposes of Reporters Inc. shall be

1. To create and produce educational, historical, cultural and current events documentaries for the purpose of raising social awareness.
2. The non-profit organization aims to emphasize the world's ever-increasing global interconnectedness--regardless of geographical distance and societal differences--by using a distinctive and creative documentary approach.
3. To utilize the journalistic, broadcasting and filmmaking abilities and experiences of its founders, directors and board members to focus on subject matter, issues, stories and people who have either been overlooked or inadequately examined by the mainstream media.
4. To create a documentary product that goes beyond the traditional, or the commercial.
5. To make a full slate of substantive, contemporary and thought-provoking documentaries - all of them designed to evoke compassion, tolerance and acceptance - while reaching people, places, cultures, issues and events.

The Reporters Inc. plans to take on several major projects every calendar year, as determined by the interest and funding the organization receives. Various directors and board members will work on each project (along with hired assistants) depending on the nature and subject matter of each documentary and how it matches each individual's specific specialty.

The organization will target schools, universities, workplaces, religious venues (churches, mosques, synagogues, etc.) by marketing its documentaries as tools for conflict resolution, diversity training and modern cultural education. In addition, The Reporters Inc. will attempt to secure widespread distribution of its projects via international film festivals, broadcast networks, cable television, local stations, theatrical release and home video distribution companies throughout the world.

Article 3 - Directors

Section 1 - Number

Reporters Inc shall have a minimum of 3 and a maximum of 25 directors and collectively they shall be known as the Board of Directors.

Section 2 - Qualifications

Directors of Reporters Inc shall be of the age of majority in the state of Illinois

Section 3 - Powers

The Board of Directors of Reporters Inc shall conduct all the activities and affairs of this corporation and also exercise all corporate powers, subject to the provisions of the laws of the State of Illinois, the Articles of Incorporation and these Bylaws.

Section 4 - Duties

- 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 this 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, emailed, telegraphed or faxed to them at such addresses shall be valid notices thereof.

Section 5 - Term of Office

Each Director shall hold office for a period of three years and until his or her successor is elected and qualifies.

Section 6 - Compensation

All the Directors of Reporters Inc. shall serve without compensation except for a reasonable advancement or reimbursement of expenses incurred in the performance of their duties with approval of the Board of Directors.

Section 7 -Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place as may be designated from time to time by resolution of the Board of Directors.

Section 8 - Regular Meetings

Regular meetings of the Board of Directors of Reporters Inc. shall be held once in a year. The date, time and venue shall be decided by the Board of Directors from time to time. If this corporation makes no provision for members, then, one meeting every three years shall be designated to elect the new Board of Directors. Voting for the election shall be by written 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 o directors to be elected shall be eligible to serve on the board.

Section 9 - Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson of the Board, The President, The Vice President, the Secretary, by any two directors, or if different, by the persons specifically authorized by the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of Reporters Inc or if different, at the place designated by the persons calling the special meeting.

Section 10 - Notice of Meetings

The procedure to be followed is as below unless the Articles of Incorporation, these Bylaws or the laws of this state require otherwise.

- a. Regular Meetings – Notice shall be sent by regular post, e-mail, facsimile machine at least three weeks in advance. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within 24 hours of the first facsimile transmission.
- b. Special Meetings - Notice shall be sent by regular post, e-mail, facsimile machine at least one week in advance. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within 24 hours of the first facsimile transmission.
- c. Waiver of Notice - Whenever any notice of a meeting is required to be given to any director of this corporation, 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 11 - Quorum of Meetings

A quorum shall consist of at least one third of the members of the Board of Directors of Reporters Inc. serving office at any given time. No business shall be conducted by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain is a motion to adjourn.

Section 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 the laws of this state require otherwise.

Section 13 - Conduct of Meetings

Meetings of the Board 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 Vice President 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 Reporters Inc. shall act as the secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as the Secretary of the Meeting. Procedures for the conduct of meeting shall be amended or revised from time to time by a resolution of the Board of Directors.

Section 14 - Vacancies

Vacancies on the Board of Directors of Reporters Inc. shall exist

1. on the death, resignation or removal of any director
2. whenever the number of authorized director 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 the notice 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.

Section 15 - Non liability of Directors

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

Section 16 - Indemnification by Corporation of Directors and Officers

The directors and officers of Reporters Inc. shall be indemnified by the corporation to the fullest extent permissible under the laws of the state.

Article 4 - Officers

Section 1 - Designation of Officers

The officers of Reporters Inc shall be a President, a Vice President, a Secretary and a Treasurer/Chief Financial Officer. The Board of Directors shall decide from time to time, whether to have new officers with new designations.

Section2 - Qualifications

Any person can serve as officer of this corporation.

Section 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 by the Board of Directors or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4 - Duties of President

The President shall be the chief executive officer of Reporters Inc and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to the office of President and such other duties as may be required by law, Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. The President by virtue of his post shall function as the Chairperson of the Board of Directors and shall preside at all the meetings of the Board of Directors. Except as

otherwise mentioned by the Articles of Incorporation or by these Bylaws or expressly provided by law, he or she shall execute such deeds, mortgage bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

Section 5 - Duties of Vice President

The Vice President of Reporters Inc shall become the acting president of the corporation in the event of the absence, inability or refusal of the President to exercise his or her duties and shall have all the rights, privileges and powers as if he or she had been a duly elected President.

Section 6 - Duties of Secretary

The Secretary of Reporters Inc shall

- a. Certify and keep at the principal office, the original, or a copy of these Bylaws as amended or otherwise altered to date
- b. Keep the record of the minutes of the meetings of the directors with details of whether special or regular, how called, how notice was given, the names of those present or represented and the proceedings thereof.
- c. Be the custodian of all records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of this corporation.
- d. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney on request thereof, the Bylaws and the minutes of the proceedings of the directors of this corporation.
- e. Perform all duties incident to the office of the Secretary and such other duties as may be required by law, Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors.

Section 7 - Duties of Treasurer/ Chief Financial Officer

The Treasurer/CFO of Reporters Inc shall

- a. Have charge and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors
- b. Receive and give receipt for, monies due and payable to the corporation from any source whatsoever.
- c. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for the transactions.
- d. Maintain adequate and correct accounts of the properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains and losses of the corporation
- e. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney on request thereof, the books of account of any or all of his transactions as Treasurer and of the financial condition of the corporation
- f. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

- g. Perform all duties incident to the office of the Treasurer and such other duties as may be required by law, Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors.

Section 8 - Compensation

The salaries of the officers of Reporters Inc shall be fixed from time to time by resolution of the Board of Directors. In all case, any salaries received by officers of this corporation shall be reasonable and in return for services actually rendered top or for the corporation.

Article 5 - IRC 501 [c] [3] Tax Exemption Provisions

Section 1 - Limitations on Activities

No substantial part of the activities of Reporters Inc shall be for 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 publishing or distribution of statements), any political campaign on or 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 by a

- a. Corporation exempt from federal income tax under section 501[c] [3] of the Internal Revenue Code
- b. Corporation,, contributions to which are deductible under section 170 [c] [2] of the Internal Revenue Code

Section 2 - Prohibition against Private Inurement

No part of the net earnings of Reporters Inc 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 3 - Distribution of Assets

Upon the dissolution of Reporters Inc, 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 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 Reporters Inc is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation

- a. Shall distribute its income for said period at such time and manner as not to subject to tax under Section 4942 of the Internal Revenue Code

- b. Shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code
- c. Shall not retain any excess business holdings as defined in Section 4943 © of the Internal Revenue Code
- d. Shall not make any investment in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code
- e. Shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code

Article 6 - Amendment of Bylaws

Section 1 - Amendment

Except as may otherwise be specified under provisions of law, these Bylaws or the Articles of Incorporation, any of them, may be altered, amended or repealed and new Bylaws adopted by the resolution by the approval of the Board of Directors.

Article 7 - Construction and Terms

- a. If there is a conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.
- b. If any of the provisions or provisions 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
- c. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or any other founding document filed with an office of this state and used to establish the legal existence of this corporation.
- d. All references in these Bylaws to a section or section 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 The Reporters Inc, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of preceding 9 pages, as the Bylaws of this corporation.

Dated: November 30, 2004

Names and Signatures of Directors:

- 1. Mr. Mark Saxenmeyer**
- 2. Mrs. Darlene Hill**

A handwritten signature in cursive script that reads "Alice O'Connor".

Ms. Alice O'Connor

- 3. Mr. Erik Hllum**