

# **HAZELWOOD PREPARATORY, INC.**

A Georgia Non-Profit Corporation

## **NON-PROFIT CORPORATE BYLAWS**

### **ARTICLE I**

#### **NAME**

##### **1.01 Name**

The name of this organization shall be "HAZELWOOD PREPARATORY, INC." (the "Organization"). The Organization may be conducted as "Hazelwood Preparatory" or "Hazelwood Prep."

### **ARTICLE II**

#### **PURPOSES AND POWERS**

##### **2.01 Purpose**

The Organization is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The Organization is organized exclusively for the purpose to foster an inclusive educational community that inspires excellence.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations that fall under the 501(c)(3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the Board of Directors, we may provide internships or volunteer opportunities that shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

##### **2.02 Powers**

The Organization shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the non-profit corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Organization may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

##### **2.03 Nonprofit Status and Exempt Activities Limitation.**

**(a) Nonprofit Legal Status.** The Organization is a Georgia non-profit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

**(b) Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no director, Officer, employee, member, or representative of this 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 Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Organization shall inure to the benefit or be distributable to any director, Officer, member, or other private person, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

**(c) Distribution Upon Dissolution.** Upon termination or dissolution of the Organization, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving the Organization.

The Organization to receive the assets of the Organization hereunder shall be selected in the discretion of a majority of the managing body of the Organization, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Organization, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Georgia.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Organization, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Georgia to be added to the general fund.

### **ARTICLE III** **MEMBERSHIP**

#### **3.01 Membership**

The Organization shall be composed of all those individuals and organizations who do voluntarily join themselves for the purpose of educational support on a nonprofit basis. Any person may be a member of the Organization without regard to race, color, religion, age, sex, national origin, sexual orientation, or disability. Dues and membership classifications shall be set by the Board of Directors.

#### **3.02 No Membership Classes**

The Organization may have members who have a right to vote or have interest in the Organization, its properties, and franchises.

### **3.03 Non-Voting Affiliates**

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Organization. The Board, a designated committee of the Board, or any duly elected Officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the Organization's website. Affiliates have no voting rights, and are not members of the Organization.

### **3.04 Dues**

Any dues for affiliates shall be determined by the Board of Directors.

## **ARTICLE IV** **BOARD OF DIRECTORS**

### **4.01 General Powers**

The affairs of the Organization shall be managed by its Board of Directors. Directors need not be residents of the State of Georgia.

### **4.02 Authority and Responsibility**

The governing body of the Organization shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs, and property of the Organization; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Organization as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility. Under no circumstances, however, shall the fundamental and basic purposes of the Organization, as expressed in the Articles of Incorporation, be amended or changed. The Board of Directors shall not permit any part of the net earnings or capital to inure to the benefit of any Member, Director, Officer, or other private person or individual.

### **4.03 Number of Directors**

The Board of Directors shall be composed of no fewer than three (3), and no more than fifteen (15) members. The Executive Directors of the Organization will be considered ex-officio members of the Board of Directors. The elected members of the Board of Directors shall serve a term of office equal to three (3) years with staggered terms implemented at the beginning of the Board's formation to provide for rotation during each successive year.

### **4.04 Powers**

All corporate powers shall be exercised by or under the authority of the Board and the affairs of the Organization shall be managed under the direction of the Board, except as otherwise

provided by law.

#### **4.05 Election and Term of Office**

The Officers of the Organization shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at the annual meeting, the election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until a successor shall have been duly elected and shall have qualified.

#### **4.06 Qualifications.**

The Board of Directors shall develop its own rules and procedures for performing its duties and functions, and shall develop and maintain qualifications for selection as a member of the Board of Directors. In order to be eligible to serve as a director on the Board of Directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the Board of Directors. Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year. In addition to any and all rules and procedures developed by the Board of Directors for self-governance and qualifications for Board members, each member of the Board of Directors shall be responsible for an annual contribution, shall attend functions, and shall attend and represent the Organization at selected events, exhibitions, meetings, and gatherings. Any immediate family member of an active student participant is disqualified from serving as a member of the Board of Directors.

#### **4.07 Removal**

Any member of the Board of Directors may be removed with or without cause upon the unanimous vote of the Board of Directors, excluding the Director who is the subject of the action.

#### **4.08 Honorary Members**

The Board of Directors may, from time to time and in its discretion establish criteria for consideration and appoint distinguished individuals to serve as honorary members of the Organization's Board of Directors. All Honorary Directors shall enjoy all of the rights and privileges associated with membership on the Organization's Board of Directors, with the exception that no Honorary Director shall have the right to vote on any matter coming before the Board of Directors. Honorary Directors shall be elected to specific terms as the Board of Directors shall consider appropriate and shall be subject to removal upon the majority vote of the Board of Directors; provided, however, any honorary Director elected for life for outstanding dedication and service to the Organization shall not be subject to removal except by unanimous vote of the Board of Directors.

#### **4.09 Vacancies**

Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors and may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term.

(a) **Unexpected Vacancies.** Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced.

#### **4.10 Removal of Directors**

A director may be removed by two-thirds vote of the Board of Directors then in office, if:

(a) the director is absent and unexcused from two or more meetings of the Board of Directors in a twelve-month period. The President is empowered to excuse directors from attendance for a reason deemed adequate by the President. The President shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Board vice President shall excuse the President. Or,

(b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

#### **4.11 Board of Directors Meetings.**

(a) **Regular Meetings.** The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) **Special Meetings.** Special meetings of the Board may be called by the President, vice President, Secretary, Treasurer, or any two (2) other directors of the Board of Directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.

(c) **Waiver of Notice.** Any director may waive notice of any meeting, in accordance with Georgia law.

(d) **Consent.** Any action required or permitted by these Bylaws or otherwise to be taken at any meeting of the Board of Directors, or of a committee, may be taken without a meeting, if written consent setting for the actions so taken shall be signed by a majority of the Directors or Members of the committee and the written consent is filed with the minutes of the proceedings of the Board or the committee.

#### **4.12 Manner of Acting.**

(a) **Quorum.** A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. The Board shall not consider any business at any meeting in which a quorum is not present.

(b) **Majority Vote.** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

(c) **Hung Board Decisions.** On the occasion that directors of the Board are unable to decide based on a tied number of votes, the President or Treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) **Participation.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

#### **4.13 Compensation for Board Service**

Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

#### **4.14 Compensation for Professional Services by Directors**

Directors are not restricted from being remunerated for professional services provided to the Organization. Such remuneration shall be reasonable and fair to the Organization and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

### **ARTICLE V** **COMMITTEES**

#### **5.01 Committees**

The Board of Directors may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, *except* that no committee, regardless of Board resolution, may:

(a) take any final action on matters which also requires the Board of Director's approval or approval of a majority of all members of the Organization;

(b) fill vacancies on the Board of Directors;

(c) amend or repeal Bylaws or adopt new Bylaws;

(d) amend or repeal any resolution of the Board of Directors that is not amendable or repealable;

(e) appoint any other committees of the Board of Directors or the members of these committees;

(f) expend corporate funds to support a nominee for Director; or

(g) approve any transaction (i) to which the Organization is a party and one or more Directors have a material financial interest; or (ii) between the Organization and one or more of its Directors or between the Organization or any person in which one or more of its Directors have a material financial interest.

### **5.2 Meetings and Action of Committees**

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

### **5.3 Informal Action by the Board of Directors**

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent.

## **ARTICLE VI** **OFFICERS**

### **6.01 Board Officers**

The Officers of the Organization shall be a President, Vice-President, Secretary, and Treasurer, all of whom shall be chosen by and serve at the pleasure of the Board of Directors. Each Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers. The Board may also appoint additional Vice-Presidents and such other Officers as it deems expedient for the proper conduct of the business of the Organization, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board Officer may act in more than one capacity where action of two or more Officers is required.

### **6.02 Term of Office**

Each Officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the Board at the end of his/her three (3) year terms or to fill a vacancy in an Officer position, each Board Officer's term of office shall

begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

#### **6.03 Removal and Resignation**

The Board of Directors may remove an Officer at any time, with or without cause. Any Officer may resign at any time by giving written notice to the Organization without prejudice to the rights, if any, of the Organization under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

#### **6.04 President**

The President shall be the chief volunteer Officer of the Organization. The President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

#### **6.05 Vice President**

In the absence or disability of the President, the ranking Vice-President or Vice-President designated by the Board of Directors shall perform the duties of the President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the President. The Vice-President shall normally accede to the office of President upon the completion of the President's term of office.

#### **6.06 Secretary**

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary may appoint, with approval of the Board, a director to assist in performance of all or part of the duties of the Secretary.

#### **6.07 Treasurer**

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the Organization. The Treasurer shall oversee and keep the Board informed of the financial condition of the Organization and of audit or financial review results. In conjunction with other directors or Officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Organization, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the President. The Treasurer may appoint, with approval of the Board a qualified fiscal agent or member of the staff to assist in performance of all or part

of the duties of the Treasurer.

## **ARTICLE VII**

### **CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

#### **7.01 Contracts and other Writings**

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Organization shall be executed on its behalf by the Treasurer or other persons to whom the Organization has delegated authority to execute such documents in accordance with policies approved by the Board.

#### **7.02 Checks, Drafts**

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Organization, shall be signed by such Officer or Officers, agent or agents, of the Organization and in such manner as shall from time to time be determined by resolution of the Board.

#### **7.03 Deposits**

All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

#### **7.04 Loans**

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

#### **7.05 Indemnification**

**(a) Mandatory Indemnification.** The Organization shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the Organization against reasonable expenses incurred by him or her in connection with the proceedings.

**(b) Permissible Indemnification.** The Organization shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the Organization, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

**(c) Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Organization in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the director, Officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the

Organization in these Bylaws.

**(d) Indemnification of Officers, Agents and Employees.** An Officer of the Organization is entitled to indemnification under this article to the same extent as a Director. The Organization may also indemnify and advance expenses to an employee or agent of the Organization who is not a director, consistent with Georgia Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

#### **7.06 Grants**

The Organization shall authorize its staff, Board, and any other appointed representative to apply for, solicit and seek funds for its operations and programs from any and all legitimate public and private sources including municipal, county, state, and federal governments; local, regional, and national corporations, partnerships, businesses, and foundations.

#### **7.07 Application of Gifts**

Such donations as shall be made unconditionally shall be used by the Organization at the discretion of the Board of Directors.

#### **7.08 Conditional Gifts**

Such donations for a specific purpose as shall be made to the Organization consistent with the purpose of the Organization, or upon special terms as to application or management thereof, may be accepted and received by the Board. If the Board shall be of the opinion that the acceptance of such a donation would impose undue expense or obligation upon the Organization, or would interfere with the efficient promotion of the purposes of the Organization, such a donation with special terms and conditions may be rejected by a majority of the Board at a Special Board Meeting called for that purpose. All of the members of the Board shall be given notice at least five (5) days prior to such meeting that the Board will consider the rejection of such donation. The requirement of such notice to the Board is for the purpose of insuring full consideration of any such donations. The Board, however, consistent with the provisions herein to decide whether such a donation shall be accepted or rejected, where such notice is given, has the authority to refer the issue to the entire membership for their consideration and determination.

### **ARTICLE VIII** **MISCELLANEOUS**

#### **8.01 Books and Records**

The Organization shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the Organization shall keep a copy of the Organization's Articles of Incorporation and Bylaws as amended to date.

#### **8.02 Fiscal Year**

The fiscal year of the Organization shall be from June 30 to July 1 of each year.

### **8.03 Conflict of Interest**

The Board shall adopt and periodically review a conflict of interest policy to protect the Organization's interest when it is contemplating any transaction or arrangement that may benefit any director, Officer, employee, affiliate, or member of a committee with Board-delegated powers.

### **8.04 Nondiscrimination Policy**

The Officers, directors, committee members, employees, and persons served by this organization shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Organization not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

### **8.05 Accessibility**

The Board of Directors may appoint a member of the Board or Officer for all Americans with Disabilities Act of 1990 (ADA) related matters. The Executive Director may act as the Organization's ADA coordinator or shall designate a staff member in that capacity.

### **8.06 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of a super-majority (2/3 majority vote) of the Board of Directors then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the Organization to cease to qualify as an exempt non-profit corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds (?) vote of a quorum of directors at a Board meeting.

(c) that all amendments be consistent with the Articles of Incorporation.

## **ARTICLE IX**

### **COUNTERTERRORISM AND DUE DILIGENCE POLICY**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, the Organization shall stipulate how the funds will be used and shall require the recipient to provide the Organization with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the U.S. Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, the Organization willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their

support networks.

the Organization shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

## **ARTICLE X**

### **DOCUMENT RETENTION POLICY**

#### **10.01 Purpose**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of the Organization records.

#### **10.02 Policy**

**Section 1. General Guidelines.** Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, the Organization may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

**Section 2. Exception for Litigation Relevant Documents.** The Organization expects all Officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all Officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Organization informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

#### **Section 3. Minimum Retention Periods for Specific Categories.**

**(a) Corporate Documents.** Corporate records include the Organization's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

**(b) Tax Records.** Tax records include, but may not be limited to, documents concerning

payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Organization's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

**(c) Employment Records/Personnel Records.** State and federal statutes require the Organization to keep certain recruitment, employment and personnel information. The Organization should also keep personnel files that reflect performance reviews and any complaints brought against the Organization or individual employees under applicable state and federal statutes. The Organization should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

**(d) Board and Board Committee Materials.** Meeting minutes should be retained in perpetuity in the Organization's minute book. The Organization should keep a clean copy of all other Board and Board Committee materials for no less than three years.

**(e) Press Releases/Public Filings.** The Organization should retain permanent copies of all press releases and publicly filed documents under theory that the Organization should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Organization.

**(f) Legal Files.** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

**(g) Marketing and Sales Documents.** The Organization should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

**(h) Development/Intellectual Property and Trade Secrets.** Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Organization and are protected as a trade secret where the Organization:

(i) derives independent economic value from the secrecy of the information; and

(ii) has taken affirmative steps to keep the information confidential. The Organization should keep all documents designated as containing trade secret information for at least the life of the trade secret.

**(i) Contracts.** Final, execution copies of all contracts entered into by the Organization should be retained. The Organization should retain copies of the final contracts for at least three

years beyond the life of the agreement, and longer in the case of publicly filed contracts.

**(j) Correspondence.** Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

**(k) Banking and Accounting.** Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

**(l) Insurance.** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

**(m) Audit Records.** External audit reports should be kept permanently. Internal audit reports should be kept for three years.

**Section 4. Electronic Mail. E-mail that needs to be saved should be either:**

- (a)** printed in hard copy and kept in the appropriate file; or
- (b)** downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

**ARTICLE XI**  
**TRANSPARENCY AND ACCOUNTABILITY**  
**DISCLOSURE OF FINANCIAL INFORMATION WITH THE GENERAL PUBLIC**

**11.01 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly available, the Organization practices and encourages transparency and accountability to the general public. This policy will:

- (a)** indicate which documents and materials produced by the Organization are presumptively open to staff and/or the public
- (b)** indicate which documents and materials produced by the Organization are presumptively closed to staff and/or the public
- (c)** specify the procedures whereby the open/closed status of documents and materials can be altered.

**11.02 Financial and IRS documents (The form 1023 and the form 990)**

the Organization shall provide its Internal Revenue Form 990 (including 990-T, 990-EZ, or 990-N), Form 1023, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

### **11.03 Means and Conditions of Disclosure**

the Organization shall make "Widely Available" the aforementioned documents on its internet website to be viewed and inspected by the general public.

(a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

(b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.

(c) the Organization shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

(d) the Organization shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

### **11.04 IRS Annual Information Returns (Form 990)**

the Organization shall submit the Form 990 (including 990-T, 990-EZ, or 990-N) to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the Organization's Form 990 shall be submitted to each member of the Board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

### **11.05 Board**

(a) All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.

(b) All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.

(c) All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

### **11.06 Staff Records**

(a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

(b) No staff records shall be made available to any person outside the Organization except the authorized governmental agencies.

(c) Within the Organization, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that

(d) Staff records shall be made available to the Board when requested.

#### **11.07 Donor Records**

(a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.

(b) No donor records shall be made available to any other person outside the Organization except the authorized governmental agencies.

(c) Within the Organization, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;

(d) Donor records shall be made available to the Board when requested.

### **ARTICLE XII** **CODES OF ETHICS AND WHISTLEBLOWER POLICY**

#### **12.01 Purpose**

the Organization requires and encourages directors, Officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the Organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of the Organization to adhere to all laws and regulations that apply to the Organization and the underlying purpose of this policy is to support the Organization's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

#### **12.02 Reporting Violations**

If any director, Officer, staff or employee reasonably believes that some policy, practice, or activity of the Organization is in violation of law, that person must file a written complaint with the vice President or the President.

#### **12.03 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

#### **12.04 Retaliation**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of the Organization and provides the Organization with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection

described below is only available to individuals that comply with this requirement.

the Organization shall not retaliate against any director, Officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of the Organization or of another individual or entity with whom the Organization has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

the Organization shall not retaliate against any director, Officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the Organization that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

#### **12.05 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

#### **12.06 Handling of Reported Violations**

The President or vice President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. The Board and its appointed committee shall promptly investigate all reports and appropriate corrective action shall be taken if warranted by the investigation. This policy shall be made available to all directors, Officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

### **ARTICLE XIII** **AMENDMENT OF ARTICLES OF INCORPORATION**

#### **13.01 Amendment**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

### **CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of the Organization were approved by the Organization's Board of Directors on this 14 day of August, 2019 and constitute a complete copy of the Bylaws of the Organization.

Secretary: \_\_\_\_\_

Printed Name: Delana Cotton



