

BYLAWS
OF
INDIGENOUS CONSERVATION COUNCIL

ARTICLE I
NAME

The name of this corporation shall be Indigenous Conservation Council.

The business of the corporation may be conducted as Indigenous Conservation Council.

ARTICLE II
PURPOSES AND LEGAL POWERS

2.1 Purpose.

The Indigenous Conservation Council (“Council”) is a nonprofit 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 Council’s purpose is to reconnect tribal citizens to their historical and cultural landscapes.

The Council is an organized body through which American Indian tribes raise and share resources for the purposes of acquisition, conservation, and management of lands. The Council also advocates for conservation and restoration of lands and waters intimately tied to the history and living cultures of American Indian peoples who have lived cultural ties to the Chesapeake Bay area of the United States.

The nature of the activities to be conducted and the purposes to be promoted or carried out by the Council are as follows:

- To engage in or otherwise promote for the benefit of the Indian tribes headquartered in the Chesapeake Bay area the preservation of natural resources, including water resources, marshlands, swamps, woodlands and open spaces, and the plant and animal life therein, and the preservation of historic and cultural landscapes significant to Indian tribes;
- To acquire, by gift, purchase, or otherwise, real and personal property, both tangible and intangible, of every sort and description and to use such property in such manner as the board of directors of the Council shall deem appropriate to carry out such purposes; and
- To use exclusively all property held or controlled by this Council and the net earnings thereof in the United States of America for the benefit of the Indian tribes headquartered in the Chesapeake Bay area for the purposes for which the Council is formed as set forth in the Articles of Incorporation.

All activities conducted and purposes carried out or promoted by the Council shall be undertaken with the utmost commitment to equity, justice, and the highest ethical standards as required and expected by the Native American Indian tribes the Council represents.

2.2 Powers.

The Council 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 Council is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The legal powers of the Council may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind.

2.3 Nonprofit Status and Exempt Activities Limitation.

Nonprofit Legal Status.

The Council is a Virginia nonprofit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

Exempt Activities Limitation.

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of the Council shall take any action or carry on any activity by or on behalf of the Council 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 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 Council shall inure to the benefit of or be distributable to any director, officer, member, or other private person, except that the Council 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.

2.4 Distribution Upon Dissolution.

Upon termination or dissolution of the Council, any assets and resources 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 have a charitable purpose that, at least generally, includes a purpose similar to the terminating or dissolving Council.

The organization to receive the assets of the Council hereunder shall be selected by the discretion of a majority of the managing body of the Council. 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 Council by one (1) or more of the recipient organization's managing body which verified petition shall contain such statements as to reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization(s) to receive the assets and resources to be distributed, giving preference if practicable to organizations located within the Commonwealth of Virginia.

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 that of the Council, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the Commonwealth of Virginia to be added to the general fund.

ARTICLE III **MEMBERSHIP**

3.1 No Membership Classes.

The Council shall have no membership class and no members who have any right to vote or title or interest in or to the Council, its properties, and franchises.

3.2 Non-Voting Affiliates.

The governing body may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Council's board of directors ("board"). Affiliates may be individuals, businesses, tribes, and other organizations that seek to support the mission of the Council. The board, a designated committee, 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.

The board may, at its discretion, create affiliate status for tribes that do not appear on the federally recognized tribes list as maintained by the Secretary of the Interior of the United States.

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, affiliates may be given endorsement, recognition, and media coverage at events and on the Council website.

3.3 Dues.

Any dues for affiliates shall be determined by resolutions and these Bylaws.

ARTICLE IV **BOARD OF DIRECTORS**

4.1 Number of Directors.

The Council shall have a board consisting of at least seven (7) directors and shall at all times be comprised of a majority of Native American Indian directors to ensure Native American Indian wisdom and values prevail in the board's decisions. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors. At the time of incorporation of the Council, each of the federally recognized Tribal Nations headquartered within the Commonwealth of Virginia ("Tribal Nation") shall be invited to designate one initial director. When the terms of the initial directors end, each Tribal Nation will have the opportunity to either reappoint their initial director or appoint a new person to represent them in their allotted seat on the board. All Tribal Nations will have the opportunity to appoint an equal number of directors to represent them on the board and each Tribal Nation will have an equal number of votes on the board.

4.2 Powers.

All corporate legal powers shall be exercised by or under the authority of the board, and the affairs of the Council shall be managed under the direction of the board, except as otherwise provided by law. The board shall have the authority to hire and set the terms of employment for

an Executive Director of the Council, and it shall create procedures to periodically evaluate the Executive Director's performance. The board shall establish policies and directives governing business and programs of the Council, as well as any necessary operating procedures for the Council's activities, and shall delegate to the Executive Director and Council staff, subject to the provisions of these Bylaws, the authority and responsibility to see that the board's policies, directives, and operating procedures are appropriately followed.

4.3 Terms.

- All directors shall serve terms lasting three (3) years; however, the term may be extended until a successor has been appointed.
- Director terms shall be staggered so that approximately one third the number of directors will end their terms in any given year.
- Directors are eligible to serve terms in succession if reappointed, and they may serve an unlimited number of terms.
- The term of office shall be considered to begin January 1 and end December 31 of the third year in office unless the term is extended until such time as a successor has been appointed.

4.4 Qualifications and Election of Directors.

To be eligible to serve as a director, the individual must be eighteen (18) years of age, fulfill qualifications created by the board or the appointing Tribal Nation, and commit to a duty of care and loyalty to the Council's purpose. The appointment of directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.5 Vacancies.

Tribal Nations may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director, or may appoint new directors to fill a previously unfilled position, subject to the maximum number of directors under these Bylaws. Each Tribal Nation may designate a replacement of their representative director within thirty (30) days of the seat becoming open or, failing to timely designate a director, may do so thereafter at the invitation of the board by majority vote.

Unexpected Vacancies. Vacancies due to resignation, death, or removal may be filled by the board members for the balance of the term of the director being replaced.

4.6 Removal of Directors.

A director may be removed by two-thirds (2/3) vote of directors then in office, if:

- the director is absent and unexcused from two (2) or more regular board meetings, as defined in Article 4.7 of these Bylaws, in a twelve-month period. Absences from special meetings, as defined in Article 4.7 of these Bylaws, do not warrant removal. The chair is empowered to excuse directors from attendance at regular meetings for a reason deemed adequate by the chair. The chair shall not have the power to excuse him/herself from the board meeting attendance and in that case, the vice chair shall excuse the chair. Or:
- 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 his/her case and is given the opportunity to be heard at a meeting.

Appointing Tribal Nations may remove their representative director by resolution or legal order of the tribal government for any reason designated by the tribal government.

4.7 Board of Directors Meetings.

- *Regular Meetings.* The board shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. These meetings shall be held upon thirty (30) days' notice by first-class mail, electronic mail, or facsimile transmission. 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.
- *Special Meetings.* Special meetings may be called by the chair, vice chair, secretary, treasurer, or any two (2) other directors. A special meeting must be preceded by at least two (2) days' notice to each director of the date, time, place, and the purpose of the meeting.
- *Waiver of Notice.* Any director may waive notice of any meeting, in accordance with Virginia law.

4.8 Manner of Acting.

- *Quorum.* A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the board at any meeting at which a quorum is not present.
- *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 for which there is quorum shall be the act of the board. The chair shall be permitted to vote on all decisions.
- *Hung Decisions.* On the occasion that directors are unable to decide based on a tied number of votes, the chair shall have the power to swing the vote based on his/her discretion.
- *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. Any vote taken at a meeting of shareholders may be held entirely or partially by means of telephonic, electronic, or other communications facilities if the directors determine to make them available whether or not directors participate in the meeting by means of telephonic, electronic, or other communications facilities.

4.9 Responsibilities.

In addition to participation in board meetings and voting on decisions, directors shall be responsible for contributing to any and all fundraising efforts undertaken for the organization. The directors will be primarily responsible for raising funds.

4.10 Compensation for Board Members for Services.

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.

4.11 Compensation for Professional Services by Directors.

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

4.12 Code of Conduct.

Directors are required to act with integrity, honesty, and transparency in all matters related to the Council. The board shall adopt a Code of Conduct which shall include standards on anti-harassment, conflict of interest, and discrimination, among other standards of ethical behavior. The Code of Conduct shall also include procedures for reporting and investigating suspected violations of the Code of Conduct. The Directors shall adhere to these and other ethics standards adopted by the board.

ARTICLE V **OFFICERS**

5.1 Board Officers.

The officers of the board shall be a chair, vice chair, secretary, and treasurer, all of whom shall be chosen by majority vote and serve at the pleasure of the board. Each officer shall have the authority and obligation to 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 chairs and such other officers as it deems expedient for the proper conduct of the business of the Council, each of whom shall have such authority and shall perform such duties as the board may determine.

One person may hold two or more offices, but no officer may act in more than one capacity where action of two or more officers is required.

5.2 Term of Office.

Each officer shall serve a three (3)-year term of office and may not serve more than three (3) consecutive terms in that office.

5.3 Removal and Resignation.

The board may remove an officer from their position as an officer at any time, with or without cause. An officer may resign at any time by giving written notice to the entirety of the board without prejudice to the rights, if any, of the Council 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. The acceptance of the resignation shall not be necessary to make it effective.

5.4 Chair.

The chair shall be the chief volunteer officer of the Council. The chair shall lead the board in performing its duties and responsibilities, including presiding at all meetings of directors, if present, and performing all other duties incident to the office or properly required by the board. The chair shall be permitted to vote on all decisions.

5.5 Vice Chair.

In the absence or disability of the chair, the ranking vice chair or a vice chair designated by the board shall perform the duties of the chair. When so acting, the vice chair shall have all the legal powers of and be subject to all the restrictions of the chair. The vice chair shall have such other powers and perform such other duties prescribed for them by the board or the chair.

5.6 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 or the chair. 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.

5.7 Treasurer.

The treasurer shall be the lead director for oversight of the financial condition and affairs of the Council.

The treasurer shall oversee and keep the governing body informed of the financial condition of the Council and of audit or financial review results. In conjunction with other directors or staff, 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 Council, are made available to the board on a timely basis or as may be required by the board.

The treasurer shall perform all duties properly required by the board or the chair. 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.

5.8 Non-Director Officers.

The board may designate additional officer positions of the Council and may appoint and assign duties to other non-director officers of the Council.

ARTICLE VI **COMMITTEES**

6.1 Authority of Committees.

The board may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of three (3) or more members, to serve at the pleasure of the board. At least two-thirds (2/3) of the committee must be composed of tribal citizens of either federally recognized or state recognized tribes headquartered in the United

States. Directors may serve on committees, and they may also appoint subject-matter experts and state-recognized tribal leaders to serve on the designated committees. The directors may also appoint the Council's Executive Director and other Council staff to serve on designated committees. Any committee, to the extent provided in the resolution, shall have all the authority of the board, except that no committee, regardless of resolution, may:

- take any final action on matters which also requires board members' approval or approval of a majority of the board;
- fill vacancies on the board or in any committee which has the authority of the board;
- amend or repeal Bylaws or adopt new Bylaws;
- amend or repeal any resolution which by its express terms is not able to be amended or repealed;
- appoint any other committees or the members of these committees;
- expend Council funds to support a nominee for director; or
- approve any transaction (i) to which the corporation is a party and one or more directors have a material financial interest; or (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

6.2 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 and its members, except that the time for regular meetings of committees may be determined either by resolution of the board or by resolution of the committee. Special meetings of the committee may also be called by a resolution. 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 Council records. The committee may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

6.3 Informal Action by the Board of Directors.

Any action required or permitted to be taken by the board 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 email transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the board to use email to approve actions, as long as a quorum gives consent.

ARTICLE VII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION

7.1 Contracts and Other Writings.

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

7.2 Checks, Drafts.

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Council shall be signed by two officers, an agent, or agents of the Council in such manner as shall from time to time be determined by a resolution.

7.3 Deposits.

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

7.4 Loans.

No loans shall be contracted on behalf of the Council 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.

7.5 Indemnification.

Mandatory Indemnification. The corporation 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 Council against reasonable expenses incurred by him or her in connection with the proceedings.

Permissible Indemnification. The Council shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the Council, 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.

Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the board 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 Council in these Bylaws.

Indemnification of Officers, Agents, and Employees. An officer of the Council who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The Council may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Virginia 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.

7.6 Sovereign Immunity.

Nothing in these Bylaws shall be construed as a waiver of the sovereign immunity of any Indian tribe participating in the Council as a result of its representatives serving as officers, directors, employees, committee members, or affiliates of the corporation.

ARTICLE VIII
MISCELLANEOUS

8.1 Books and Records.

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

8.2 Fiscal Year.

The fiscal year of the corporation shall be from January 1 to December 31 of each calendar year.

8.3 Conflict of Interest.

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

Each director, principal officer, and member of a committee with board-delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy; (b) has read and understands the policy; (c) has agreed to comply with the policy and, accordingly, has disclosed all known conflicts; and (d) understands the Council is charitable and, in order to maintain its federal tax exemption, must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

8.4 Confidentiality.

The board shall adopt and periodically review a confidentiality policy that shall apply to the officers, directors, committee members, employees, and affiliates of the Council. The policy shall explicitly prohibit disclosure of information that is considered confidential and proprietary to tribes whose representatives serve as officers, directors, committee members, employees, or affiliates.

8.5 Nondiscrimination Policy.

The officers, committee members, employees, and persons served by this Council shall be selected on a nondiscriminatory basis with respect to sex, race, religion, national origin, and sexual orientation, and any selection made on the basis of age or tribal affiliation will be done in accordance with these Bylaws.

It is the policy of the Council not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, physical disability, veteran's status, color, religion, or national origin.

ARTICLE IX
COUNTER-TERRORISM AND DUE DILIGENCE POLICY

In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, the Council shall stipulate how the funds will be used and shall require the recipient to provide the Council 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 U.S. Based Charities" is not mandatory, the Council 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 Council shall also comply and put into practice the federal guidelines, suggestions, laws, and limitations 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

10.1 Purpose.

The purpose of this document retention policy is to establish standards for document integrity, retention, and destruction and to promote the proper treatment of the Council's records.

10.2 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 Council 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 in Article 10.4 of these Bylaws.

While minimum retention periods are established, the retention of the documents identified in Article 10.4 of these Bylaws 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.

10.3 Exception for Litigation Relevant Documents.

The Council expects all officers and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers and employees should note the following general exception to any stated destruction schedule: If you believe, or the Council 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.

10.4 Minimum Retention Periods for Specific Categories.

Corporate Documents. Corporate records include the Council's Articles of Incorporation, Bylaws, IRS Form 1023, and Application for Tax Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request, as set forth in these Bylaws.

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 Council's revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.

Employment Records/Personnel Records. State and federal statutes require the Council to keep certain recruitment, employment, and personnel information. The Council should also keep personnel files that reflect performance reviews and any complaints brought against the Council or individual employees under applicable state and federal statutes. The Council 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 (3) years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven (7) years.

Board and Committee Materials. Meeting minutes should be retained in perpetuity in the Council's minute book. A clean copy of all other Board and Committee materials should be kept for no less than three (3) years by the corporation.

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

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 (10) years.

Marketing and Sales Documents. The Council should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three (3) years. An exception to the three (3)-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three (3) years beyond the life of the agreement.

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 and are protected as a trade secret where the corporation derives independent economic value from the secrecy of the information and has taken affirmative steps to keep the information confidential. The Council should keep all documents designated as containing trade secret information for at least the life of the trade secret.

Contracts. Final, executed copies of all contracts entered into by the Council should be retained. The Council should retain copies of the final contracts for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.

Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven (7) years. Bank reconciliations, bank statements, deposit slips, and checks (unless for important payments and purchases) should be kept for three (3) years. Any inventories of products, materials, and supplies and any invoices should be kept for seven (7) years.

Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three (3) years.

10.5 Electronic Mail.

Emails that needs to be saved should be either 1) be printed in hard copy and kept in the appropriate file or 2) be 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 email, as covered elsewhere in this policy.

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

11.1 Purpose.

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

- indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public;
- indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public; and
- specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

- *Financial and IRS documents (the Form 1023 and the Form 990).* The Council shall provide its Internal Revenue forms 990, 990-T, 1023, and 5227, Bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.
- *Means and Conditions of Disclosure.* The Council shall make “Widely Available” the aforementioned documents on its Internet website to be viewed and inspected by the general public.
 - 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).

- The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- The Council 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).
- The Council shall inform anyone requesting the information where this information can be found, including the website address. This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

11.2 IRS Annual Information Returns (Form 990).

The Council shall submit the Form 990 to the board prior to the filing of the Form 990. While neither the approval of the Form 990 nor a review of the 990 is required under federal law, the Council's Form 990 shall be submitted to each member of the board via hard copy or email at least ten (10) days before the Form 990 is to be filed with the IRS.

11.3 Board.

All deliberations shall be open to the public except where a motion is passed to make any specific portion confidential.

All board minutes shall be open to the public once accepted by the board, except where a motion is passed to make any specific portion confidential.

All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where a motion is passed to make any specific paper or material confidential.

11.4 Staff Records.

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

No staff records shall be made available to any person outside the Council except the authorized governmental agencies.

Within the Council, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that staff records shall be made available to the board when requested.

11.7 Donor Records.

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

No donor records shall be made available to any other person outside the Council except the authorized governmental agencies.

Within the Council, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that donor records shall be made available to the board when requested.

ARTICLE XII
CODE OF ETHICS AND WHISTLE-BLOWER POLICY

12.1 Purpose.

The Council requires and encourages members, 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 corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

It is the intent of the Council to adhere to all laws and regulations that apply to the Council and the underlying purpose of this policy is to support the Council's goal of legal compliance. The support of all Council staff is necessary to achieving compliance with various laws and regulations.

12.2 Reporting Violations.

If any officer, staff, or employee reasonably believes that some policy, practice, or activity of the Council is in violation of law, a written complaint must be filed by that person with the vice chair or the chair of the board.

12.3 Acting in Good Faith.

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

12.4 Retaliation.

A person filing a complaint is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of the Council and provides the Council 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 Council shall not retaliate against any officer, staff, or employee who in good faith, has made a protest or raised a complaint against some practice of the Council or of another individual or entity with whom the Council 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 Council shall not retaliate against any officer, staff, or employee who discloses or threatens to disclose to a supervisor or a public body, any activity, policy, or practice of the Council that the individual reasonably believes is in violation of a law, 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.

12.5 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.

12.6 Handling of Reported Violations.

The chair or vice chair shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, or employees through these Bylaws and they shall have the opportunity to ask questions about the policy.

ARTICLE XIII
AMENDMENTS OF BYLAWS AND ARTICLES OF INCORPORATION

13.1 Amendments to the Articles of Incorporation.

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

13.2 Amendments to the Bylaws.

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of directors then in office at a meeting of the board provided that:

- no amendment shall be made to these Bylaws which would cause the Council to cease to qualify as a tax-exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code;
- all amendments be consistent with the Articles of Incorporation; and
- 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 (2/3) vote of a quorum.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of the Council were approved by the Council board of directors on April 13, 2023 and constitute a complete copy of the Bylaws of the corporation.

Signed by the Secretary as of May 25, 2023:



Reggie Stewart, Secretary