

## **TGP Public Schools Bylaws**

WHEREAS, the initial Board of Directors of TGP Public Schools (the “Corporation”) caused to be filed with the Texas Secretary of State of a Certificate of Formation for the organization of the Corporation NOW, THEREFORE:

BE IT RESOLVED by the Board of Directors of the Corporation, that these Bylaws will govern its affairs in pursuit of its declared purposes.

### **ARTICLE I**

#### **NAME**

##### **1.01 Name**

The name of this corporation shall be TGP Public Schools.

##### **1.02 Office**

The principal office of the Corporation will be determined by the Board of Directors.

##### **1.03 Seal**

The corporate seal of the Corporation, if any, will be inscribed with the Corporation name and year and place of its incorporation.

##### **1.04 Non-Discriminatory Policy**

No person shall, on the basis of a person’s actual or perceived identity with regard to race, color, religion, gender, age, marital status, disability, sexual orientation, gender identity, gender expression, ancestry, nationality, pregnancy, political or religious beliefs, national or ethnic origin, veteran status, parental status, or any other distinguishing physical, or genetic characteristics, be excluded from participation in, be denied the benefits of, or be subjected to discrimination, harassment, intimidation, or bullying under any education program or activity or in any employment conditions or practices conducted by the Corporation.

## ARTICLE II

### PURPOSES AND POWERS

#### **2.01 Purpose**

The Corporation is a non-profit corporation and shall be organized and 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 Corporation operates by virtue of the laws of the State of Texas concerning non-profit corporations and shall have and may exercise all of the rights, powers, privileges and immunities granted to such corporations by those laws, as amended from time to time, subject to the restrictions and limitations contained in the Certificate of Formation for the Corporation filed with the Secretary of State. Regardless of any other language found in any Article, Section, etc. in these bylaws any time the governance, Board of Directors, Trustees, etc is dealing with matters of the charter school or issues that relate to the charter it is understood that they will do so in compliance with the Texas Open Meetings Act.

The Corporation's purpose is to operate open enrollment public charter schools in the state of Texas that serve students TK through 12th grade. The mission of the Corporation is to develop diverse communities that cultivate each child's inner-brilliance and harness our collective power to solve complex problems.

#### **2.02 Powers**

The Corporation 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 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 Corporation 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 Distribution upon Dissolution**

The Corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)3.

The organization to receive the assets of the the Corporation hereunder shall be selected in the discretion of a majority of the managing body of the Corporation, 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 the Corporation, 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 Texas.

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 the Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund.

## **ARTICLE III**

### **MEMBERSHIP**

#### **3.01 Membership**

The Corporation shall have no members.

## **ARTICLE IV**

### **MEETINGS AND RECORDS**

#### **4.01 Regular Meetings, Frequency and Place**

Regular meetings of the Board of Directors shall be held on at least a quarterly basis at such places and at such times as the Board may determine.

#### **4.02 Annual Meeting**

The Annual Meeting of the Board of Directors shall be held on the occasion of its First (1st) Quarterly meeting each and every fiscal year, or as otherwise determined by the Board.

#### **4.03 Special Meetings**

Special meetings of the Board of Directors may be called by the Chair, Vice Chair, or by any one or more Board members with the consent of the Chair, which consent will not be unreasonably withheld, for any purpose not otherwise prescribed by law, grant or loan condition on the Articles of Incorporation, to transact any business described in the call for the special meetings.

### **MEETINGS RELATING TO CHARTER SCHOOLS**

#### **4.04 Charter School Meetings**

When conducting business relating in any way to the operations or affairs of any of the Corporation's open-enrollment charter schools, meetings of the Board or any Board Committee shall be conducted in accordance with provisions of the Texas Education Code and Chapter 551 of the Texas Government Code, and the Board of Directors shall be subject to the requirements of the Texas Open Meetings Act, including the following provisions: At no time shall a quorum of the full Board meet to deliberate any issue or business of the Corporation without posting notice of a meeting as set forth below. Directors shall

normally attend all meetings in person, but may attend by alternate means only if circumstances warrant and expressly in accordance with the Texas Open Meetings Act.

- a) Closed Meetings: The Board may meet in a meeting closed to the public to deliberate on those matters specified in the Texas Open Meetings Act as proper for closed meetings, including but not limited to consultation with attorney, real estate, prospective gifts or donations, personnel matters, security personnel or devices, discipline of a student and complaints against an employee unless the student or employee respectively requests an open meeting.
- b) Emergency Meetings: In the event of an emergency as defined in the Texas Open Meetings Act, a meeting may be conducted by telephone conference call. If a meeting involves telephonic participation, the telephonic participation must be by conference call in which all persons participating can be heard by all other participants and the public.
- c) Video Conferencing: Meetings may also be conducted by video conference call, where both audio and video is simultaneously available to the participants and the public, and all other prerequisites and requirements of the Texas Open Meetings Act are satisfied.

#### **4.05 Notice for Charter School Meetings**

When conducting business related to the operations or affairs of the Corporation's open-enrollment charter schools, the following shall apply: Notice of all meetings of the Board of Directors, except as otherwise provided by state law, regulation, will be delivered by first-class mail, email or by telephone to each Director at least 72 hours before the time of the meeting.

- a) Posting of Notice: In addition, notice to the public of any meeting shall be posted at the administrative offices of the Corporation in a location convenient to the public at least 72 hours before the time of such meeting.
- b) Emergency Notice: Emergency meetings as allowed under the Texas Open Meetings Act may be posted and sent to members of the Board up to two hours before such meeting and subject to other prerequisites under the Act.
- c) Internet Posting: Notice and the agenda of all meetings of the Board of Directors shall also be posted on the Corporation's Internet website for the charter schools, if any, concurrently with the notice posted at the administrative offices, or as otherwise required and authorized by the Texas Open Meetings Act.
- d) Closed Meetings: The agenda shall clearly state whether the Board intends to convene in a closed meeting and shall identify separately each matter to be deliberated by the Board in the closed meeting and whether the Board may take action on any such matter upon returning to the open meeting. The Secretary shall note the times in the open meeting that the Board convenes to and adjourns from the closed meeting.

#### **4.06 Charter School Meeting Order of Business**

When conducting business related to the operations or affairs of the Corporation's open-enrollment charter schools, the following shall apply: At regular meetings of the Board, the order of business shall be established in an Agenda approved by the Chair and as presented in the notice of the meetings. However, the Chair may modify the order of business. The agenda shall identify all matters to be presented to and considered by the Board. Matters not disclosed in the agenda and meeting notice available to the public

shall not be deliberated or be considered by the Board, except as permitted by the Texas Open Meetings Act.

## **CORPORATE Board MEETINGS NOT RELATING TO CHARTER SCHOOLS**

### **4.07 Non-Charter Meetings**

When conducting any other Corporate business not related, in any way, to the operations or affairs of the Corporation's open-enrollment charter schools, or prior to award and execution of a charter contract, Board meetings shall be conducted in accordance with provisions of Chapter 22 of the Texas Business Organizations Code, the Articles of Incorporation and these bylaws. The Secretary shall cause to be mailed at least forty-eight hours in advance, or sent by email at least twenty-four (24) hours in advance to every Director at their address (email address) of record with the Corporation, a notice stating the time and place of every meeting. Notice of such meetings shall state the reasons that such meeting has been called and the business to be transacted at such meeting.

### **4.08 Board Action By Unanimous Written Consent**

When conducting any Corporate business not related, in any way, to the operations or affairs of the Corporation's open enrollment charter schools, or prior to award and execution of a charter contract, the Board may take any action required or permitted to be taken at a meeting of the Board of Directors of committee of the Corporation, without an actual meeting if a consent, in writing, setting forth the action to be taken, is signed by all Directors or committee members entitled to vote (unanimous written consent) subject to all requirements of applicable law. The unanimous written consent for any such action by the Board or committee must state the date of each Director's or committee member's signature and memorialize the action to be taken. The written consent of each of the Directors or committee members must be delivered to the Corporation no later than the tenth (10th) day after the earliest date of consent, and must be delivered to the Chair or Secretary of the Board. Delivery must be by hand delivery or by certified or registered mail, return receipt requested.

## **MEETINGS & RECORDS GENERALLY**

### **4.09 Corporate Records**

The Corporation will maintain at its principal office all financial books and records of account, all minutes of the Board meetings and committee meetings, the list of Directors, and copies of all other material Corporate records, books, documents and contracts as required by Texas law. All such records will be made available for inspection at any reasonable time during usual business hours for any lawful purpose to any officer, Director, or person authorized by law or the Board to inspect such records, and the Corporation's records will also be available to the extent required by the Texas Public Information Act where applicable for public inspection and copying as promptly as possible as required by such act. Upon leaving office, each Director, officer or agent of the Corporation will turn over to the Chair in good order any Corporation monies, books, records, minutes, lists, documents, contracts or other property of the Corporation in their custody or control.

#### **4.10 Quorum**

The presence of a majority of the directors shall constitute a quorum and shall be necessary to conduct the business of the Corporation except as otherwise provided in Article 4.16 herein. Any Board vacancies shall not be counted in determining a majority called for by these Bylaws.

#### **4.11 Order of Business**

Board meetings shall generally proceed with the following order of business:

- a) Roll Call and Establishment of a Quorum
- b) Reading and Approval of Minutes of Preceding Meeting(s)
- c) Public Comments
- d) Reports of Officers
- e) Reports of Committees
- f) Reports of CEO(s)
- g) Old and Unfinished Business
- h) New Business
- i) Future Business
- j) Adjournments

The Board of Directors may, by majority vote, adopt a different agenda order.

#### **4.12 Record of Board Action**

All motions and resolutions of the Board will be written or recorded in the minutes of the Board and certified copies will be placed in a journal of proceedings of the Board. Such records shall be maintained in accordance with state law and Article 4.09 herein.

#### **4.13 Voting**

All matters at any meeting of the Board of Directors or any of its designated committees, except as otherwise provided in these Bylaws, the Certificate of Formation, or as permitted by law, will be decided by a vote of a majority of the Directors present at or lawfully participating in the meeting as permitted by the Texas Open Meetings Act. If a quorum of the Board is present or lawfully participating in the meeting, the affirmative vote of a majority of the Board of Directors will be the act of the body corporate, unless the vote of a greater number is required by statute, regulation, the Certificate of Formation, or these Bylaws. Any Director may request a roll call vote on any motion or resolution. Directors may not vote by proxy or secret ballot.

#### **4.14 Hung Vote**

On the occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the Chair, in the order of presence shall have the power to swing the vote based on their discretion.

#### **4.15 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 email transmission from an email 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.

#### **4.16 Fundamental Actions**

In accordance with Section 22.164 of the Texas Business Organization Code, the following actions of the Board of Directors are fundamental actions that shall require the affirmative vote of the majority of Directors then serving on the Board:

- a) Amendment of a certificate of formation [or articles of incorporation];
- b) Voluntary winding up under Chapter 11;
- c) A revocation of a voluntary decision to wind up under Chapter 11;
- d) A cancellation of an event requiring winding up under Chapter 11;
- e) A reinstatement under Section 11.202;
- f) A distribution plan under Section 22.305;
- g) A plan of merger under Subchapter F;
- h) A sale of all or substantially all of the assets of the Corporation;
- i) A plan of conversion under Subchapter F; or
- j) A plan of exchange under Subchapter F.

#### **4.17 Compensation**

Except as provided in this section, no Director will receive directly or indirectly any salary, compensation or gift from the Corporation, except as authorized by state law for their service as a Director. No Director will be entitled to any dividend or any part of the income or principal of the Corporation, or to share in the distribution of the assets upon dissolution of the Corporation. The Board of Directors may authorize the payment by the Corporation of the reasonable, documented and allowable expenses incurred by a Director in performance of their duties in accordance with state and federal law.

#### **4.18 Parliamentary Procedure**

For all matters of parliamentary procedures, the Board and any Committees established by the Board, shall be guided by *Robert's Rules of Order Newly Revised*, 11th ed. (Cambridge, Mass.: Perseus Publishing, 2011)

## **ARTICLE V**

### **Board Of Directors**

#### **5.01 Management**

The activities, affairs, property and powers of the Corporation will be managed, directed, controlled or exercised by and vested in the Board of Directors.

### **5.02 Number of Directors**

The Corporation shall have a Board of Directors consisting of at least 3 and no more than 15 Directors. 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.

### **5.03 Powers**

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

### **5.04 Terms**

- a) All Directors shall be elected to serve a one or two year term, however the term may be extended until a successor has been elected.
- b) Director terms shall be staggered upon the Board's formation so that approximately half the number of Directors will end their terms in any given year.
- c) Directors may serve unlimited terms in succession.

### **5.05 Qualifications and Election 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. Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors.

### **5.06 Vacancies**

The Board of Directors 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 Board position following the procedures from 5.05, subject to the maximum number of Directors under these Bylaws. Any appointed Board member to fill a vacancy will serve out the remainder of the previous member's term.

### **5.07 Resignation**

Any Director or officer may resign from the Corporation by delivering a written letter of resignation to the Chair of the Board.

### **5.08 Removal of Directors**

A Director may be removed by majority 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 Board Chair is empowered to excuse Directors from attendance for a reason deemed adequate by the Board Chair. The Chair shall not have the power to excuse themselves from the Board meeting attendance and in that case, the Board Vice Chair shall excuse the Chair. Or:
- b) for cause or no cause.



## ARTICLE VI

### COMMITTEES

#### 6.01 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 three 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 Board members' approval or approval of a majority of all members;
- b) fill vacancies on the Board;
- c) amend or repeal Bylaws or adopt new Bylaws;
- d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- e) appoint any other committees of the Board of Directors or the members of these committees;
- f) 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.

#### 6.02 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.

## ARTICLE VII

### OFFICERS

#### 7.01 Board Officers

The officers of the Corporation shall be a Board Chair, Vice Chair, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board 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 Chairs and such other officers as it deems expedient for the proper conduct of the business of the Corporation, 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.

#### **7.02 Board Chair**

The Board Chair shall be the chief volunteer officer of the Corporation. The Board Chair 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.

#### **7.03 Vice Chair**

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

#### **7.04 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 Board 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.

#### **7.05 Treasurer**

The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation 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 Corporation, 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 Board 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.

#### **7.06 Non-Director Officers**

The Board of Directors may designate additional officer positions of the Corporation and may appoint and assign duties to other non-Director officers of the Corporation.

## **ARTICLE VIII**

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

#### **8.01 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 Corporation shall be executed on its behalf by the Treasurer or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

#### **8.02 Checks, Drafts**

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

#### **8.03 Deposits**

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

#### **8.04 Loans**

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

#### **8.05 Liability**

No Director shall be personally liable for the debts, liabilities, or other obligations of this corporation.

#### **8.06 Indemnification**

Any person made or threatened to be made a party to any action in court or other proceeding because they are or were a Director or committee member will be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees, incurred in connection with the defense or settlement of the action, except where it is adjudged that the Director or committee member is liable for gross negligence, bad faith, or willful misconduct in performing their duties. The right of indemnification will not exclude any other right of the Director or committee member. Indemnification under this section is subject to any and all prohibitions, restrictions and limitations imposed by law.

### **8.07 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 of Directors in the specific case, upon receipt of

- a) a written affirmation from the Director, officer, employee or agent of their good faith belief that they are entitled to indemnification as authorized in this article; and
- b) an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that they are entitled to be indemnified by the Corporation in these Bylaws.

## **ARTICLE IX**

### **MISCELLANEOUS**

#### **9.01 Fiscal Year**

The fiscal year of the Corporation shall be from July 1st - June 30th.

#### **9.02 Conflict of Interest**

The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation'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.

#### **9.03 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of 2/3rds 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 Corporation to cease to qualify as an exempt 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 and Texas State Law.

## **ARTICLE X**

### **TRANSPARENCY AND ACCOUNTABILITY**

#### **Disclosure of Financial Information With The General Public**

### **10.01 Purpose**

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

This policy will:

- a) indicate which documents and materials produced by the Corporation are presumptively open to staff and/or the public;
- b) indicate which documents and materials produced by the Corporation 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.

### **10.02 Financial and IRS documents**

The Corporation shall provide its Internal Revenue forms 990, bylaws, and conflict of interest policy to the general public for inspection free of charge.

### **10.03 Means and Conditions of Disclosure**

The Corporation shall make “Widely Available” the aforementioned documents on its website: [www.thegatheringplacek12.org](http://www.thegatheringplacek12.org) 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 Corporation 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 Corporation 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.

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

The Corporation shall submit the Form 990 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 Corporation’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.

### **10.05 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.

#### **10.06 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 Corporation except the authorized governmental agencies.
- c) Within the Corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member.
- d) Staff records shall be made available to the Board when requested.

## **ARTICLE XI**

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

#### **11.01 Purpose**

The Corporation 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 Corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of the Corporation to adhere to all laws and regulations that apply to the Corporation and the underlying purpose of this policy is to support the Corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

#### **11.02 Reporting Violations**

If any Director, officer, staff or employee reasonably believes that some policy, practice, or activity of the Corporation is in violation of law, a written complaint must be filed by that person with the Vice Chair or the Board Chair.

#### **11.03 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.

#### **11.04 Retaliation**

Said person is protected from retaliation only if they bring the alleged unlawful activity, policy, or practice to the attention of the Corporation and provide the Corporation 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:

- a) The Corporation 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 Corporation or of another individual or entity with whom the Corporation 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.
- b) The Corporation 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 Corporation 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.

#### **11.05 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.

#### **11.06 Handling of Reported Violations**

The Board Chair or Vice Chair shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five 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, staff or employees and they shall have the opportunity to ask questions about the policy.

## **ARTICLE XII**

### **AMENDMENT OF ARTICLES OF INCORPORATION**

#### **12.01 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 Corporation were approved by the the Corporation Board of Directors and constitute a complete copy of the Bylaws of the Corporation.

Secretary:



Date: 5/17/2018