

**BY-LAWS OF  
WELL REGULATED MILITIA, INC.**

**Table of Contents**

ARTICLE I.....	1
NAME.....	1
ARTICLE II.....	1
HEADQUARTERS.....	1
ARTICLE III.....	1
PURPOSES AND POWERS.....	1
Section 1. Purpose.....	1
Section 2. Powers.....	1
Section 3. Nonprofit Status and Exempt Activities Limitation.....	2
ARTICLE IV.....	2
MEMBERSHIP.....	2
Section 1. Membership Eligibility.....	2
Section 2. Membership Types.....	2
Section 3. Membership Application.....	2
Section 4. Membership Election.....	3
Section 5. Membership Suspension and Revocation.....	3
Section 6. Member Resignation.....	3
Section 7. Member in Good Standing.....	3
ARTICLE V.....	3
PRIVILEGES OF MEMBERSHIP.....	3
ARTICLE VI.....	3
CORPORATE MEETINGS.....	3
Section 1. Annual Corporation Meeting Date.....	3
Section 2. Special Corporation Meetings.....	3
Section 3. Special Meeting Context.....	4
Section 4. Corporate Quorum.....	4
Section 5. Corporation Voting.....	4
Section 6. Corporation Meeting Conduct.....	4
Section 7. Voting Methods.....	4
Section 8. Proxy Voting.....	4
Section 9. Electronic Voting.....	4
Section 10. Notification.....	5
Section 11. Conduct of Elections.....	5
ARTICLE VII.....	5
BOARD OF TRUSTEES.....	5
Section 1. Board Membership.....	5
Section 2. Fiduciary Standards.....	5
Section 3. Board Meeting Conduct.....	5
Section 4. Meeting Frequency and Quorum.....	5
Section 5. Special Board Meetings.....	6
Section 6. Requirements and Removal.....	6
Section 7. Conflict of Interest.....	6
Section 8. Non-Discrimination Policy.....	6
Section 9. Open Board Meetings.....	7
Section 10. Electronic Board Meetings.....	7
Section 11. Informal Action by Electronic Mail.....	7
ARTICLE VIII.....	7
CORPORATE OFFICERS.....	7
Section 1. Officer Enumeration.....	7
Section 2. President.....	7
Section 3. Vice President.....	7
Section 4. Secretary.....	8
Section 5. Treasurer.....	8

Section 6. Additional Officers.....	8
Section 7. Term of Officer.....	8
Section 8. Vacancy of Officer.....	8
Section 9. Number of Officers.....	8
ARTICLE IX.....	8
DOCUMENT RETENTION POLICY.....	8
Section 1. Retention Purpose.....	8
Section 2. Retention Policy.....	8
ARTICLE X.....	10
TRANSPARENCY AND ACCOUNTABILITY.....	10
Section 1. Availability Purpose.....	10
Section 2. Financial and IRS Documents (Form 1023 and Form 990).....	11
Section 3. Means and Conditions of Disclosure.....	11
Section 4. IRS Annual Information Returns (Form 990).....	11
Section 5. Board Deliberations.....	11
Section 6. Staff Records.....	11
Section 7. Donor Records.....	11
ARTICLE XI.....	12
CODES OF ETHICS AND WHISTLEBLOWER POLICY.....	12
Section 1. Ethics Purpose.....	12
Section 2. Reporting Violations.....	12
Section 3. Acting in Good Faith.....	12
Section 4. Retaliation.....	12
Section 5. Confidentiality.....	12
Section 6. Handling of Reported Violations.....	12
ARTICLE XII.....	12
MISCELLANEOUS.....	12
Section 1. Fiscal Year.....	12
Section 2. Corporation Conduct.....	13
Section 3. Non-Discrimination Policy.....	13
Section 4. Deposits, Checks, Loans, and Contracts.....	13
Section 5. Indemnification.....	13
Section 6. Liability.....	15
Section 7. Corporate Seal.....	15
Section 8. Construction.....	15
ARTICLE XIII.....	15
AMENDMENTS.....	15
Section 1. Amendment Process.....	15
Section 2. Rejection of Proposed Amendment.....	16
Section 3. Limitations of Amendments.....	16
ARTICLE XIV.....	16
DISSOLUTION.....	16



## **BY-LAWS OF WELL REGULATED MILITIA, INC.**

### **ARTICLE I NAME**

The name of the corporation shall be a WELL REGULATED MILITIA, INC. (the "Corporation").

### **ARTICLE II HEADQUARTERS**

The headquarters and chief executive office of the Corporation shall be located in Johns Creek, Georgia. The Board of Trustees of the Corporation (the "Board") shall have the authority to change the headquarters and chief executive office or establish such additional offices for the Corporation in such places as they shall consider appropriate.

### **ARTICLE III PURPOSES AND POWERS**

#### **SECTION 1. PURPOSE.**

The purpose of the Corporation is dedicated to promote a better understanding of our Constitutional heritage, specifically in the freedom, liberty, and rights enumerated in the Declaration of Independence and the Constitution. Emphasis will be education on the freedoms embodied in the Second Amendment of the United States Constitution as well as other freedoms in the Bill of Rights and the main body of the Constitution. The Corporation, in educating members and others about the Bill of Rights, shall at all times base its support upon the original intent of the Constitution, meanings interpreted at the time of its adoption, precise statements by the founders, court opinions, scholarly research or other informed opinion.

#### **SECTION 2. 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 and educational, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes, provided these powers are not forbidden by the laws of the State of Georgia. 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.

**SECTION 3. NONPROFIT STATUS AND EXEMPT ACTIVITIES LIMITATION.**

The Corporation shall adhere to these limitations:

- a. **Nonprofit Legal Status.** The Corporation is organized under the Georgia Nonprofit Corporation Code, 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 Trustee, Officer, employee, member, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation 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 Corporation shall inure to the benefit or be distributable to any Trustee, Officer, member, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable reimbursement for approved corporate expenses incurred by them and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

**ARTICLE IV**  
**MEMBERSHIP**

**SECTION 1. MEMBERSHIP ELIGIBILITY.**

Those who agree with the principles of the Corporation may be eligible for membership.

**SECTION 2. MEMBERSHIP TYPES.**

There shall be four (4) types of membership, none of which are transferable to others:

- a. **Annual Membership.** Such membership may be extended to an individual U.S. citizen who is eighteen (18) years of age or older. Annual members have the right to vote at corporation meetings. Annual membership dues shall be set by the Board of Trustees.
- b. **Annual Junior Membership.** Such membership may be extended to a U.S. citizen who has not yet reached eighteen (18) years old. Junior members shall not have the right to vote, become Officers, or become voting members of the Board of Trustees or committees. Annual junior membership dues shall be set by the Board of Trustees.
- c. **Lifetime Membership.** Such membership may be extended to an individual U.S. citizen who is eighteen (18) years or older. Lifetime members have the right to vote at corporation meetings. Lifetime membership dues shall be set by the Board of Trustees.
- d. **Honorary Membership.** Such membership may be conferred upon deserving persons. Honorary members shall not be voting members, shall not be Committee Chairmen, and shall not be Officers or elected to the Board of Trustees; however, they may otherwise serve on committees. Honorary members shall not be required to pay dues, assessments, fees, or any other financial obligation. Honorary members shall be admitted at the sole discretion of the Board of Trustees, and the Board shall set either a fixed or indefinite term of each honorary membership.

**SECTION 3. MEMBERSHIP APPLICATION.**

Application for membership shall be made in writing to the Board of Trustees.

**SECTION 4. MEMBERSHIP ELECTION.**

A majority vote of the members present at a meeting of the Board of Trustees shall be required to elect membership.

**SECTION 5. MEMBERSHIP SUSPENSION AND REVOCATION.**

Membership may be suspended or revoked, or anyone holding corporate office suspended or revoked, by a two-thirds (2/3) vote of the Board of Trustees present and voting at any regular or special Board meeting (a quorum being present), convening in Executive session, for conduct which it deems to bring discredit upon the Corporation; for acts of moral turpitude; or for failure to fulfill corporate obligations, including paying membership dues, assessment, or any other pledge. A suspended member shall not vote in any corporate matter, and must resign from all corporate offices held.

**SECTION 6. MEMBER RESIGNATION.**

Resignation from membership shall be submitted in writing to the Board of Trustees.

**SECTION 7. MEMBER IN GOOD STANDING.**

A member shall be considered to be in good standing as long as his or her membership is not suspended or revoked according to Article IV, Section 5, and furthermore that he or she is not in arrears for committed dues, assessments, or other financial obligations, or financial modification as explained in Article IV. A member that is not in good standing shall be deprived of membership privileges by two-thirds (2/3) of the Board of Trustees voting at any regular or special Board meeting (a quorum being present), convening in Executive session.

**ARTICLE V  
PRIVILEGES OF MEMBERSHIP**

Voting members in good standing shall enjoy the privileges enumerated:

- a. To participate in events sponsored by the Corporation.
- b. To attend meetings of the Corporation and to have a voice and a vote at such meetings.
- c. To hold office (including on the Board of Trustees and committees) in the Corporation, when eligible.

**ARTICLE VI  
CORPORATE MEETINGS**

**SECTION 1. ANNUAL CORPORATION MEETING DATE.**

An annual meeting of the Corporation shall be held during the month of January each year, on such day as the Board of Trustees may designate, unless the Board of Trustees shall by majority vote designate another month for that particular year only. Notice of the annual meeting shall be given by the Secretary of the Corporation in writing, by email, or on the website, if available.

**SECTION 2. SPECIAL CORPORATION MEETINGS.**

The President may call special meetings of the Corporation whenever it is deemed necessary. It must be called at the written request of one-third (1/3) of the members of the Corporation, in good standing, or a majority of the Board of Trustees, in good standing. Said request shall state the reason for and the purpose of the meeting. In the event that the President fails to issue a call for the special meeting within three (3) days after being requested to do so, any other Officer may issue such call. Notice of such

special meeting shall be given by the Secretary of the Corporation, by mail or on the website, to all members of the Corporation, in good standing, not less than fourteen (14) days nor more than thirty (30) days prior to such meeting.

**SECTION 3. SPECIAL MEETING CONTEXT.**

No business shall be transacted at a special meeting, except for the purposes stated in the call for such meeting, without the consent of two-thirds (2/3) of the members present at that meeting, in person and by proxy, and voting (a quorum being present).

**SECTION 4. CORPORATE QUORUM.**

A quorum for the transaction of business shall consist of five (5) members in good standing or one-tenth (1/10) of the members of the Corporation, in good standing, whichever is lesser, whether present or by written proxy. A lesser number may adjourn the meeting to some future time, not less than seven (7), nor more than thirty (30) days, from the date thereof. The Board shall thereupon give at least three (3) days notice, by mail, email, or on the website, of such adjourned meeting, to all members in good standing.

**SECTION 5. CORPORATION VOTING.**

An annual or lifetime member in good standing may vote on issues. Each matter voted upon by the Corporation shall be by a majority vote of the members present, except in those specific matters where these By-Laws state otherwise.

**SECTION 6. CORPORATION MEETING CONDUCT.**

Meetings shall be conducted in conformance with Robert's Rules of Order, in the absence of any other By-Law, rule or law governing the procedure in a particular situation.

**SECTION 7. VOTING METHODS.**

Proxy voting shall be allowed in connection with all corporate meetings. Presence at any corporate meeting may be in person, by proxy, or by electronic means, subject to additional terms of these By-Laws.

**SECTION 8. PROXY VOTING.**

The Corporation shall allow presence at any corporate meeting by proxy. All proxies shall be in writing, shall designate a member in good standing to whom the proxy is given, shall include the date, and shall be signed by the member giving the proxy. The Board may determine a format and other requirements for a proxy vote solely to facilitate the recording of voting yet must not impose restrictions to a proxy vote that impede the actual vote or prevent a member from otherwise voting. Cancellation of a proxy vote may be executed by written notice dated after the initial proxy vote, or by a vote in person. A vote in person shall be sufficient to serve as notice of the cancellation of proxy. The Corporation may vote to allow proxy voting by electronic means. If the Corporation allows electronic proxy voting, it must formulate rules governing fairness, voting, format, validation, and other related considerations. Except as set forth above, proxy voting shall not be allowed, and specifically shall not be allowed at any meeting of the Board of Trustees or any committee meeting.

**SECTION 9. ELECTRONIC VOTING.**

The Corporation may vote to allow presence at any corporate meeting by electronic means, including conference call, teleconferencing, electronic mail, Internet Web-casting, and other technologies the Corporation may choose to accept. If the Corporation allows electronic presence, the Corporation or the Board of Trustees must formulate rules governing communication, participation, fairness, order, and other related considerations. Such rules must include that all persons participating in the meeting can freely communicate with each other during the meeting. The Corporation shall consider electronic presence under all such adopted rules equal to attendance in person.

**SECTION 10. NOTIFICATION.**

The times of notification as listed in the above Sections shall be determined by the date of mailing of the notice. All physical notification must use United States First Class mail to the last known place of residence, or email to the last known email, or by the website. Electronic notification is considered as mailed on the date sent. Any member of the Board of Trustees may waive notice of any meeting.

**SECTION 11. CONDUCT OF ELECTIONS.**

All elections of the Officers and shall be by secret ballot, except where no opposition exists. The candidate receiving the majority of votes for a specific position cast shall be declared elected. In the event no candidate receives a majority vote for said position, an immediate runoff of the two (2) candidates who received the most votes shall be held. Should there be more than two (2) candidates with the top two (2) vote counts, the runoff shall include all such candidates. The runoff candidate receiving a plurality of votes for the position cast shall then be declared elected. In the event no candidate receives a plurality of the votes cast in the runoff, the Board of Trustees shall choose from the runoff candidates at its next Board meeting. The presiding officer of the corporate meeting shall designate tellers, and they shall tabulate the ballots cast.

**ARTICLE VII**  
**BOARD OF TRUSTEES**

**SECTION 1. BOARD MEMBERSHIP.**

The management and administration of the Corporation shall be vested in a Board of Trustees initially consisting of the Officers specified in Article VIII. Unless prohibited or otherwise qualified in the Articles of Incorporation, the Trustees, by unanimous vote, may elect to alter the number of Trustees, which may not necessarily be Officers. Each Trustee shall have one vote, except that spouses shall have one-half (1/2) vote. The term *spouse* includes both heterosexual and homosexual individuals in a committed relationship.

**SECTION 2. FIDUCIARY STANDARDS.**

The Board of Trustees shall be charged with and assume control of all the property of the Corporation; shall designate the bank or banks wherein the funds of the Corporation shall be deposited; shall be responsible for all expenditures and disposal of corporate funds and property. It shall not invest any of the funds of the Corporation in instruments that are not legal.

**SECTION 3. BOARD MEETING CONDUCT.**

Robert's Rules of Order shall be the standard for parliamentary procedure in the Board of Trustees, in the absence of any other By-Law, rule or law governing the procedure in a particular situation. The Board of Trustees shall make such rules and regulations, consistent with these By-Laws, for the proper conduct of their meetings and the furtherance of the purposes of the Corporation. On the occasion that voting be equally divided, the President or Treasurer, in the order of presence, shall have the discretionary power to swing the vote.

**SECTION 4. MEETING FREQUENCY AND QUORUM.**

The Board of Trustees shall meet with such frequency and at such times and at such place as shall from time to time be determined by the Board of Trustees. If the Board of Trustees has so fixed the frequency, time and place of regular meetings, no notice thereof shall be necessary. Otherwise, three (3) days notice to each Trustee is required. A quorum shall be one-half (1/2) of the voting membership of the Board of Trustees, except as otherwise required by the Georgia Nonprofit Corporation Code, the Corporation's Articles of Incorporation or these By-Laws. Each matter voted upon by the Board of Trustees shall be by a majority vote of the voting members present and voting, except in those specific

matters where these By-Laws state otherwise. No notice of any meeting need be given any Trustee who attends such meeting, unless any such Trustee at the beginning of such meeting states any objection or objections to the place or time of the meeting, to the manner in which it has been called or convened or to the transaction of business thereby. Further, notice shall not be required to be given any Trustee who at any time before or after the meeting waives notice of the same in writing. Any action required or permitted by these By-Laws or otherwise to be taken at any meeting of the Board of Trustees may be taken without a meeting, if written consent setting forth the action so taken shall be signed by a majority of the Trustees, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board, as the case may be.

**SECTION 5. SPECIAL BOARD MEETINGS.**

Special meetings of the Board of Trustees may be called by the President as he/she deems necessary or upon the written request of one-half (1/2) of the members of the Board of Trustees. Said request shall state the reason for and the purpose of the meeting. In the event that the President fails to issue a call for a special meeting within three (3) days after being requested to do so, any other Officer may issue such call. No other business may be transacted at such a meeting.

**SECTION 6. REQUIREMENTS AND REMOVAL.**

Only a member in good standing of the Corporation shall be considered for election, non-elected membership, or as a successor to a member of the Board of Trustees. Furthermore, any member of the Board of Trustees may be removed, by a two-thirds (2/3) vote of the Board of Trustees present and voting (a quorum being present) or a majority vote at a corporate meeting called for that purpose, for failure to maintain membership in good standing within the Corporation, as well as for incompetence in office, failure to adequately attend regularly scheduled board meetings, failure to abide by these By-Laws and other rules, or otherwise due to actions having been grossly prejudicial to the Corporation. The removal shall occur immediately upon the recording of the vote. The specific reason(s) must be provided in the record of the proceedings, and the Corporation shall be informed that the person is no longer a member of the Board of Trustees. Each member of the Board of Trustees shall be subjected to no more than one (1) removal attempt within each term of office. Should all members of the Board of Trustees be removed or otherwise vacant, and such occurs outside a Corporation meeting where new Board of Trustee members are subsequently elected for the unexpired terms, a Special Corporation Meeting shall be called to elect new Officers to fill the unexpired terms. Such a meeting may be called by any member in good standing, provided that the member serves proper notice as required by Article VI, Sections 2 and 10, herein. In the event multiple members call for separate meetings, the earliest such meeting date shall be operative.

**SECTION 7. CONFLICT OF INTEREST.**

The Board of Trustees 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 Trustee, Officer, employee, affiliate, or a member of a committee with Board-delegated powers. A Trustee, Officer, employee, affiliate, or a member of a committee with Board-delegated powers shall be reimbursed for expenses incurred expressly for the Corporation that has been approved by a majority vote of the Board of Trustees.

**SECTION 8. NON-DISCRIMINATION POLICY.**

The Officers, Trustees, committee members, employees, and persons served by the Corporation 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 Corporation 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.



**SECTION 9. OPEN BOARD MEETINGS.**

In the interests of open governance, meetings of the Board of Trustees are open to the public. The Board of Trustees, at its discretion, may vote to meet in Executive Session, limiting attendance to the Board of Trustees and invited guests. The Board of Trustees shall meet in Executive Session for matters pertaining to salary, removal, financial modification, and other sensitive Corporation matters.

**SECTION 10. ELECTRONIC BOARD MEETINGS.**

The Board of Trustees may vote to allow presence at any Board meeting by electronic presence, including conference call, electronic mail, teleconferencing, Internet Web-casting, or other technologies that the Board of Trustees so chooses. If the Board allows electronic presence, it shall formulate rules governing communication, participation, fairness, order, voting, and other procedural considerations. Such rules must include that all persons participating in the meeting can freely communicate with each other during the meeting. The Board of Trustees shall consider electronic presence under all such adopted rules equal to attendance in person.

**SECTION 11. INFORMAL ACTION BY ELECTRONIC MAIL.**

Any action required or permitted to be taken by the Board of Trustees 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 electronic mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Trustees to use e-mail to approve actions, as long as a quorum of Board members gives consent, and all Board members are notified by e-mail as to both the question and the voting result.

**ARTICLE VIII**  
**CORPORATE OFFICERS**

**SECTION 1. OFFICER ENUMERATION.**

The initial Officers of the Corporation shall be:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer

**SECTION 2. PRESIDENT.**

The function of the President shall be to preside at all meetings of the Corporation and to call all meetings of the Corporation and of the Board of Trustees; to be the Chief Executive Officer of the Corporation; to be the Chairman of the Board; to be Chief Volunteer Officer; to be the chief policymaker of the Corporation; to sign all agreements, contracts, deeds and other documents for the Corporation, pursuant to appropriate resolutions by the Corporation or the Board of Trustees; and to be amongst the signatories of all checks, vouchers and notes, together with the Treasurer and such Officers as may be directed by the Board of Trustees. The President shall be an ex-officio member of all committees, with the right to vote, except as stated herein. For the purposes of Section 14-3-840 of the Georgia Nonprofit Corporation Code, the alternative title of the Chairman of the Board of the Corporation is Chairman.

**SECTION 3. VICE PRESIDENT.**

The Vice President shall generally assist the President in the discharge of all duties and, in case of absence, resignation, death, disability, or removal of the President, shall discharge all the duties of that office as Acting President.

**SECTION 4. SECRETARY.**

The Secretary shall keep an accurate record of all the proceedings of the Corporation and of the Board of Trustees; issue all notices for meetings; carry on all correspondence of the organization and the Board of Trustees, and sign such instruments or documents as may be necessary to effectuate the proper directions of the organization or the Board of Trustees.

**SECTION 5. TREASURER.**

The Treasurer shall be the Chief Financial Officer of the Corporation and shall have custody of all of its funds. The Treasurer shall keep an accurate and correct record of the receipts and expenditures of the Corporation and of the accounts between the Corporation, its members and others. These records shall be open for inspection by the Board of Trustees. The Treasurer shall notify all members of the Corporation of their obligations and pledges; receive all monies which shall be payable to the Corporation, and cause the same to be deposited or invested in the Corporation's name, as directed by the Board of Trustees. With Board approval, the Treasurer may select a Certified Public Accountant to conduct periodically a compilation, review, or audit, as may be required by law, of the financial books and records of the Corporation and prepare to the Board as any Board member may request. All such reports and audits shall be delivered to the Chairman of the Board. The Treasurer shall execute and file such state and federal tax returns and other reports, returns and documents in the name and on behalf of the Corporation as may be necessary or appropriate.

**SECTION 6. ADDITIONAL OFFICERS.**

The Board of Trustees may designate additional Officer positions of the Corporation by unanimous vote, and may appoint and assign duties to Trustee Officers other non-Trustee Officers of the Corporation.

**SECTION 7. TERM OF OFFICER.**

An Officer shall be elected for a term of one (1) year. Officers may be elected to any number of successive terms.

**SECTION 8. VACANCY OF OFFICER.**

In the event of the death, resignation, disability, or removal of any Officer other than the President, a successor shall be elected by the Board of Trustees to immediately fill the office for the unexpired term. Officers elected in this manner shall not apply said term as part of the non-succession clause if they serve in this capacity for less than twelve (12) calendar months. In the event that an Officer, in the middle of the term, runs for another elective position, the Officer position shall be open for election by the Corporation for the remainder of the term. Should the Corporation not fill the office, the Board of Trustees may fill the office for the unexpired term.

**SECTION 9. NUMBER OF OFFICERS.**

The Board of Trustees may alter the number of Officers by a unanimous vote. A single individual may occupy multiple offices and be allowed multiple votes, one (1) per office.

**ARTICLE IX**  
**DOCUMENT RETENTION POLICY**

**SECTION 1. RETENTION PURPOSE.**

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

**SECTION 2. RETENTION POLICY.**

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

- a. **General Guidelines.** Records may not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary hard-copy records should be eliminated from the files, as well as electronic records that are not categorized clearly. 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 Corporation 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 herein. 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.
- b. **Exception for Litigation Relevant Documents.** The Corporation expects all Officers, Trustees, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all Officers, Trustees, and employees should note the following general exception to any stated destruction schedule: If one believes, or the Corporation informs that person, that corporate records are relevant to litigation, or potential litigation (i.e., a dispute that could result in litigation), then that person 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.
- c. **Minimum Retention Periods For Specific Categories.** The following is an enumeration of specific categories of documents:
  - i. Corporate Documents. Corporate records include the Corporation'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.
  - ii. 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 Corporation's revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.
  - iii. Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The Corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The Corporation 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.
  - iv. Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three (3) years by the Corporation.
  - v. Press Releases/Public Filings. The Corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the Corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Corporation.

vi. 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.

vii. Marketing and Sales Documents. The Corporation should keep final copies of marketing and sales documents for the same period 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.

viii. 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 Corporation 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 Corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret. Final, execution copies of all contracts entered into by the Corporation should be retained. The Corporation 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. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.

ix. 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.

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

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

- d. **Electronic Mail and Documents.** E-mail and electronic documentation that needs to be saved should either be:
- i. Printed in hard copy and kept in the appropriate file; or
  - ii. Downloaded to a computer file or folder 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 X**

### **TRANSPARENCY AND ACCOUNTABILITY**

#### **SECTION 1. AVAILABILITY 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 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.

**SECTION 2. FINANCIAL AND IRS DOCUMENTS (FORM 1023 AND FORM 990).**

The Corporation shall provide its Internal Revenue forms 990, 990-N, and 1023, By-Laws, Conflict of Interest Policy, and financial statements to the public for inspection free of charge. Should the Corporation have a WEBSITE, such documents should be available there.

**SECTION 3. MEANS AND CONDITIONS OF DISCLOSURE.**

The Corporation shall make "Widely Available" the aforementioned documents on its internet website, should one exist, to be viewed and inspected by the 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 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).
- d. The Corporation shall inform anyone who requests the information where this information can be found, including the URL. This information must be provided immediately for in-person requests and within twenty-one (21) days for mailed requests.

**SECTION 4. IRS ANNUAL INFORMATION RETURNS (FORM 990).**

The Corporation shall submit the Form 990 to its Board of Trustees prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the Form 990 is required under Federal law, the Corporation's Form 990 shall be submitted to each member of the Board of Trustees at least 5 days before the Form 990 is filed with the IRS.

**SECTION 5. BOARD DELIBERATIONS.**

All Board deliberations shall be open to the public except where the Board passes a motion to meet in executive session. All Board minutes shall be open to the public once accepted by the Board, except where the Board votes 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 the Board votes to make any specific paper or material confidential.

**SECTION 6. 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 corporation except the authorized governmental agencies. Within the Corporation, 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.

**SECTION 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 corporation except the authorized governmental agencies. Within the Corporation, 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 XI**  
**CODES OF ETHICS AND WHISTLEBLOWER POLICY**

**SECTION 1. ETHICS PURPOSE.**

The Corporation requires and encourages Trustees, 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.

**SECTION 2. REPORTING VIOLATIONS.**

If any Trustee, 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 president or the board president.

**SECTION 3. ACTING IN GOOD FAITH.**

Anyone who files a complaint concerning a violation or suspected violation of the Code of Ethics 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.

**SECTION 4. RETALIATION.**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of the Corporation and provides 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. The Corporation shall not retaliate against any Trustee, 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.

**SECTION 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.

**SECTION 6. 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 (5) business days. All reports shall be promptly investigated by the Board and appropriate corrective action shall be taken if warranted by the investigation.

**ARTICLE XII**  
**MISCELLANEOUS**

**SECTION 1. FISCAL YEAR.**

The fiscal year of the Corporation shall be from January 1 to December 31, or such other twelve (12) month period as may from time to time be provided by the Board of Trustees. Following the close of the

Corporation's fiscal year, its books and accounts may be compiled by its independent certified public accountants who, if engaged, shall thereupon forward a written report of the results of their compilation to the Board of Trustees.

**SECTION 2. CORPORATION CONDUCT.**

Robert's Rules of Order shall be the standard for parliamentary procedure in all meetings of the Corporation, in the absence of any other By-Law, rule or law governing the procedure in a particular situation.

**SECTION 3. NON-DISCRIMINATION POLICY.**

The Officers, Trustees, committee members, employees, and persons served by the Corporation 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 Corporation 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.

**SECTION 4. DEPOSITS, CHECKS, LOANS, AND CONTRACTS.**

The funds of the Corporation shall be deposited in such banks, trust companies, or other depositories as the Board of Trustees shall select. No contract, agreement, indenture, check, draft, endorsement, note, evidence of indebtedness or other writing shall be valid and binding as against the Corporation unless the same is executed by any one of the following persons: the Chairman of the Board; the Treasurer; or any other individual specifically authorized by the Board of Trustees. Endorsements for deposits to the Corporation's bank account shall be made in any manner which the Board of Trustees may from time to time authorize. No loan, extension of credit or advance shall be contracted for on behalf of the Corporation except and to the extent that the same has been authorized by the Board of Trustees, which authorization may be general or limited to specific instances. No asset or property of the Corporation may be pledged or encumbered to collateralize any loan made to the Corporation unless the same is specifically authorized by the Board of Trustees.

**SECTION 5. INDEMNIFICATION.**

- A. The Corporation shall indemnify any person who is or was a party or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as an Officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
- B. The Corporation shall indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action or suit by, or in the right of, the Corporation to procure a judgment in its favor, by reason of the fact that he is or was serving the request of the Corporation as an Officer, employee or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in

good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

- C. To the extent that an Officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in defense of any action, suit or proceeding referred to in subsections A and B of this By-law provision or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.
- D. Any indemnification under subsections A and B of this By-law provision (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections A and B. Such determination shall be made:
- (1) By the Board of Trustees by a majority vote of a quorum consisting of Officers who were not parties to such action, suit or proceeding; or
  - (2) If such a quorum is not obtainable or, even if obtainable, a quorum of disinterested Officers so directs, by independent legal counsel in a written opinion.
  - (3) Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Officer, employee or agent to repay such if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this By-law provision.
- E. The indemnification and advancement of expenses provided by or granted pursuant to this By-law provision shall not be deemed exclusive of any other rights, in respect to indemnification or otherwise, to which those seeking indemnification or advancement of expenses may be entitled under any other By-law, resolution or agreement, either specifically or in general terms approved by the Board of Trustees, taken at a meeting, the notice of which specified that such By-law, resolutions or agreement would be placed before the Board, both as to action by an Officer, employee or agent in his official capacity and as to action in another capacity while holding such office or position, except that no such other rights, in respect to indemnification or otherwise, may be provided or granted to an Officer, employee or agent pursuant to this subsection by the Corporation with respect to the liabilities described in divisions (b)(3)(A)(i) through (b)(3)(A)(iv) of Georgia Business Corporation Code Section 14-2-171.
- F. The Corporation may attempt to purchase and maintain insurance on behalf of any person who is or was an Officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as an Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether the Corporation would have the power to indemnify him against such liability under this By-law provision.
- G. For purposes of this By-law provision, references to "the Corporation" shall include, in addition to the surviving or new Corporation, any merging or consolidating Corporation (including any



merging or consolidating Corporation of a merging or consolidating Corporation) absorbed in a merger or consolidation, so that any person who is or was an Officer, employee or agent of such merging or consolidating Corporation or who is or was serving at the request of such merging or consolidating Corporation as an Officer, employee or agent or another Corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this By-law provision with respect to the resulting or surviving Corporation as he would if he had served the resulting or surviving Corporation in the same capacity, provided that no indemnification under subsections A and B of this By-law provision permitted by this subsection shall be mandatory under this subsection or any By-law of the surviving or new Corporation without the approval of such indemnification by the Board of Trustees of the surviving or new Corporation in the manner provided in paragraph (1) of subsection D of this By-law provision.

H. The indemnification and advancement of expenses provided by or granted pursuant to this By-law provision shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be an Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### **SECTION 6. LIABILITY**

An Officer of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of duty of care or other duty as an Officer, except for liability:

- a. For any appropriation, in violation of his duties, of any business opportunity of the Corporation,
- b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or
- c. For any transaction from which the Officer derived an improper personal benefit.

If the Georgia Nonprofit Corporation Code is amended after approval of this Section to authorize corporate action eliminating or limiting the personal liability of Officers, then the liability of an Officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Georgia Nonprofit Corporation Code, as so amended. Any repeal or modification of this Section shall be prospective only and shall not adversely affect any limitation on the personal liability of a Trustee of the Corporation existing at the time of such repeal or modification.

#### **SECTION 7. CORPORATE SEAL**

The seal of the Corporation shall consist of an impression bearing the name of the Corporation around the perimeter and the word "Seal" or "Corporate Seal" and such other information in the center thereof as is desired. In lieu thereof, the Corporation may use an impression or writing bearing the words "Corporate Seal" enclosed in parentheses or scroll which shall also be deemed the seal of the Corporation.

#### **SECTION 8. CONSTRUCTION**

In referring herein to any Officer, the use of the singular shall include the plural, the plural shall include the singular, and any gender shall include the other gender, as appropriate in the context and under the circumstances.

## **ARTICLE XIII** **AMENDMENTS**

#### **SECTION 1. AMENDMENT PROCESS.**

These By-Laws, or any portion thereof, may be amended in the following manner:

- a. A proposal to amend or suspend one (1) or more articles of these By-Laws, or to introduce new articles to it, shall be submitted in writing to the Board of Trustees, signed by at least ten (10) members in good standing of the Corporation. The Board of Trustees may also generate proposals.
- b. The Board of Trustees shall consider such a proposal at its next meeting.
- c. At the next Annual Corporation Meeting, or at a Special Corporation Meeting called sooner by the Board of Trustees if it deems necessary, the Corporation shall vote on the proposal.
- d. At such meeting, a report shall be submitted to the Corporation on the recommendation of the Board of Trustees as to the action to be taken.
- e. If at least two-thirds (2/3) of the members of the Corporation present and voting at such meeting favors the proposal (a quorum being present), it shall be declared adopted.

**SECTION 2. REJECTION OF PROPOSED AMENDMENT.**

A proposal for amendment or suspension that has been rejected by the Corporation may not be resubmitted for the consideration of the Corporation unless six (6) months have elapsed since the time of such rejection.

**SECTION 3. LIMITATIONS OF AMENDMENTS.**

No amendment shall be made to these By-Laws 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.

**ARTICLE XIV**  
**DISSOLUTION**

In the event of the dissolution of the Corporation, and after paying or making provision for the payment of all the liabilities of the Corporation, the Board of Trustees shall dispose of all the assets of the Corporation exclusively to another corporation organized and operating for the same or similar purposes as this Corporation, or to another corporation, fund, or foundation organized exclusively for religious, charitable, educational, or other purposes. Such a corporation shall be a non-profit, charitable organization within the meaning of Section 501(c)(3) of the Code.