
BY-LAWS

OF

SOUTHERN DISTRICT OF GEORGIA CHAPTER

OF THE FEDERAL BAR ASSOCIATION, P.A.

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ARTICLE I

NAME AND NATURE OF CHAPTER

1.01 Name and Nature of Chapter

The name of this non-profit, professional association is the Southern District of Georgia Chapter of the Federal Bar Association ("Chapter"). The Chapter is chartered by the Federal Bar Association ("Association") as approved by the Board of Directors; as such the Chapter shall at all times comply with the requirements of the Association's Constitution and By-laws. The Chapter's geographic area is the 43 counties comprising the geographical boundaries of the United States District Court for the Southern District of Georgia.

ARTICLE II

MISSION STATEMENT AND GENERAL OBJECTIVES

2.01 Mission Statement

The mission of the Chapter shall be to advance the science of jurisprudence and to promote the welfare, interests, education, and the professional growth and development of the members of the Federal legal profession.

2.02 General Objectives

The general objectives of the Chapter, consistent with those of the Association, not listed in any particular order of priority, include:

- (a) to serve as the representative of the Federal legal profession in the Chapter's chartered territory.
- (b) to promote the sound administration of justice.
- (c) to enhance the professional growth and development of members of the Federal legal profession.
- (d) to promote high standards of professional competence and ethical conduct in the Federal legal profession.
- (e) to promote the welfare of attorneys and judges employed by the Government of the United States.
- (f) to provide meaningful services for the welfare and benefit of the members of the Chapter.

- (g) to provide quality educational programs to the Federal legal profession and the public.
- (h) to keep members informed of developments in their respective fields of interest.
- (i) to keep members informed of the affairs of the Association and Chapter, to encourage their involvement in their activities, and to provide members opportunities to assume leadership roles.
- (j) to promote professional and social interaction among members of the Federal legal profession.

ARTICLE III

PURPOSES AND POWERS

3.01 Purpose

The Chapter is a nonprofit association and is not organized for the private gain of any person. It is organized under the laws of the State of Georgia and is organized for the purposes set forth in Internal Revenue Code section 501(c)(6) or the corresponding provision of any future United States internal revenue law. Within the context of these general purposes, the Chapter's specific purposes shall be to advance the science of jurisprudence and to promote the welfare, interests, education, and the professional growth and development of the members of the Federal legal profession, and other charitable purposes.

3.02 Powers

The Chapter 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 Chapter is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Chapter may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

3.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. The Chapter is a Georgia non-profit association, which is recognized as tax exempt under Section 501(c)(6) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no Director, officer, employee, member, or representative of this Chapter shall take any action or carry on any activity by or on behalf of the Chapter not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code as it now exists or may be amended. No part of the net earnings of the Chapter shall inure to the benefit or

be distributable to any Director, officer, member, or other private person, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws. Furthermore, the Chapter shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of or in opposition to any candidate for public office. The Chapter, however, may engage in lobbying efforts so long as such efforts are related to the Chapter's exempt purpose.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Chapter, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) or 501(c)(6) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Chapter.

The organization to receive the assets of the Chapter hereunder shall be selected in the discretion of a majority of the Directors of the Chapter, and if the Directors 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 Chapter, by one (1) or more of its Directors which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Georgia.

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

ARTICLE IV

MEMBERSHIP AND DUES

4.01 Membership

The Chapter shall have members. Any person who is eligible for and maintains active membership in the Association and who is employed, resides in or practices in the 43 counties comprising the geographical boundaries of the United States District Court for the Southern District of Georgia or who designates membership in this Chapter shall be a member of the Chapter, provided the person pays applicable Chapter dues.

4.02 Honorary Membership

Any person eligible for honorary membership as provided for in Article IV, Section 23 of the Constitution of the Association who is employed, resides in or practices in the 43 counties comprising the geographical boundaries of the United States District Court for the Southern District of Georgia may be elected to honorary membership in the Association by two-thirds' vote of the Chapter members present at any regularly called meeting and, when applicable under Article IV of the Association's Constitution, by vote of the Board of Directors. Honorary members shall be exempt from payment of the admission fees and annual Association [and Chapter] dues.

4.03 Application for Membership

Application for membership in the Chapter shall be made on a form approved by the Board of Directors of the Association. Each application must be accompanied by the dues and admission fees required by the Constitution and By-Laws of the Association and the Chapter.

4.04 Associates

Any person eligible for and maintains active Associate status in the Association and who is employed, resides in or practices in the 43 counties comprising the geographical boundaries of the United States District Court for the Southern District of Georgia, or who designates Associate status in this Chapter shall be an Associate of this Chapter, provided the person pays applicable Chapter dues, as established from time to time.

4.05 Dues

Each member shall pay dues in an amount equal to the Association's annual dues plus \$10.00 for the Chapter dues. The dues shall be paid by each individual desiring to become or retain membership status to the Association Headquarters immediately upon receipt of a statement. The National Treasurer shall remit to the Chapter such dues as are collected for the Chapter.

ARTICLE V

MEETINGS

5.01 Meetings

There shall be at least two meetings of the Chapter membership each year at such day, time and place as the President may designate within the 43 counties comprising the geographical boundaries of the United States District Court for the Southern District of Georgia. Special meetings shall be held as called by the President or a number of members equal to a quorum, as provided by Section 6.04, herein below, at a time and place designated by the calling party.

5.02 Notice of Meetings

Notice of the time, date and place of all business meetings shall be mailed or otherwise given by the Secretary to each member in good standing at least five days prior to such meeting, unless the nature of the meeting is such that shorter notice cannot be avoided. If a special meeting, the notice shall specify the nature of the business to be presented and no other business shall be conducted.

5.03 Expulsion

Any member or Associate whose dues are paid for the current fiscal year and who otherwise is in good standing shall be expelled from the Chapter when such member or Associate is expelled from the Association.

5.04 Quorum

Ten percent of the members in good standing shall constitute a quorum for the transaction of the business of this Chapter.

5.05 Rules of Order

The rules of order shall consist of (in the order stated):

- (a) the Constitution and By-Laws of the Association and this Chapter;
- (b) Standing Resolutions passed by this Chapter's membership; and
- (c) The most current available edition of Robert's Rules of Order, Revised.

ARTICLE VI

OFFICERS

6.01 Board Officers

The officers of the Chapter shall be a President, President-Elect, Vice-President, Secretary, Treasurer, and National Delegate, all of whom shall be chosen by, and serve at the pleasure of, the members. 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-presidents and such other officers as it deems expedient for the proper conduct of the business of the Chapter, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required.

6.02 Term of Office

Each officer elected shall assume the duties of office on January 1 and shall hold office for one year, or until a successor shall be duly elected. No member serving in the capacity of President, President-Elect or Vice President shall be eligible to succeed to that same office. The outgoing President shall remain a member of the Executive Committee for period of one year following the expiration of the term as President. The office of National Delegate may be filled by a member who holds another Chapter office, other than President. Whenever the National Delegate is unable to attend National Council Meeting, the President may temporarily appoint an acting National Delegate to fulfill that obligation.

6.03 Nominations

The Nominations and Elections Committee shall be appointed by the President and shall nominate at least one candidate for each upcoming vacant office and present such slate of candidates in writing to the general membership at least thirty days in advance of the regular meeting at which the election of officers will occur. Additionally, nomination of candidates for the elective offices of this Chapter may be made by any member at the meeting at which the election will be held under this Article.

6.04 Elections

The election of officers for all elective offices shall be by secret ballot or by voice vote if there is no objection. The election shall be held during the regular meeting on or about June. The officers elected shall commence their term of office on January 1 of each year and shall hold office for one year ending the following December 31.

6.05 Vacancies

In case of death, resignation or removal of the President, the President-Elect shall succeed to office. In cases of the death, resignation or removal of any other officer, the vacancy will be filled by election by the general membership.

6.06 Removal and Resignation

An officer may be removed from office for delinquency in attendance, inefficiency, neglect of duty, or for other causes only upon three fourths vote of members voting at a meeting called for such purpose by the Executive Committee.

6.07 President

The President shall be the chief executive officer of the Chapter and shall perform such duties as may be required by the Constitution and By-laws of the Association and these by-laws and shall appoint standing or special committees as necessary and appropriate to the Chapter business and the Association committee structure. The President shall be a member of the Board of Directors of the Association and shall attend its meetings.

6.08 President-Elect

The President-Elect shall perform such duties as are delegated by the President. In the event of the absence or inability to act of the President, the President-Elect shall perform the duties of the President. The President-Elect shall automatically succeed to the office of the President upon the expiration of the incumbent's term.

6.09 Vice President

The Vice President shall perform the duties of the President in the event of the absence or inability of the President and President-Elect to discharge the duties pertaining to that office, and shall perform such duties as may be required by the President.

6.10 Secretary

The Secretary shall furnish notice of election results to the Association and to the Circuit officers; conduct the general correspondence of this Chapter and keep Circuit officers informed; give notice of all meeting as may be required by Article V, hereinabove, including notice to Circuit officers; keep a record of the proceedings of the meeting of the Chapter; keep a roster of the membership to which will be added names of the incumbent Circuit officers; act as parliamentarian; and perform such other duties as properly pertain to this office. Furthermore, the Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of the Executive Committee. 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 have such other powers and perform such other duties as may be prescribed by the Executive Committee or President.

6.11 Treasurer

The Treasurer shall be the lead officer for oversight of the financial condition and affairs of the Chapter. The Treasurer shall oversee and keep the Executive Committee informed of the financial condition of the Chapter and of audit or financial review results. In conjunction with other Executive Committee members 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 Chapter, are made available to the Executive Committee on a timely basis or as may be required by the Executive Committee. The Treasurer shall collect and receive all monies due to the Chapter; maintain Chapter deposits in such bank or banks as may be designated by it; make disbursements therefrom only as authorized by two officers of the Chapter or a majority vote of the active members present at any Chapter meeting; keep the Secretary informed of the financial standing of each member of this Chapter; and notify all members on or before the first day of October of each year of the status of their Chapter dues for the ensuing year. The Treasurer shall keep an itemized record of all monies received and disbursed by or to whom paid and for what purpose, and shall submit to the Chapter membership, when requested and at the end of the fiscal year, a report in writing itemizing the

receipts and disbursements for the year. The Treasurer shall keep all books, vouchers and records available for audit and he shall perform such other duties as properly pertain to the office.

6.12 National Delegate

The National Delegate shall represent the Chapter at all National Council meetings and in the absence of the President, President-Elect, and Vice President, at other bar association meetings.

ARTICLE VII

COMMITTEES

7.01 Committees

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

- (a) take any final action on matters which also requires Executive Committee members' approval or approval of a majority of all members;
 - (b) fill vacancies on the Executive Committee of in any committee which has the authority of the Board;
 - (c) amend or repeal Bylaws or adopt new Bylaws;
 - (d) amend or repeal any resolution of the Executive Committee which by its express terms is not so amendable or repealable;
 - (e) appoint any other committees of the Executive Committee or the members of these committees;
 - (f) expend corporate funds to support a nominee for Executive Committee member;
- or
- (g) approve any transaction;
 - (i) to which the Chapter is a party and one or more Executive Committee members have a material financial interest; or

(ii) between the Chapter and one or more of its Executive Committee members or between the Chapter or any person in which one or more of its Executive Committee members have a material financial interest.

7.02 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 V 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.

7.03 Informal Action by the Board of Directors

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

ARTICLE VIII

EXECUTIVE COMMITTEE

8.01 Executive Committee Members

The Executive Committee shall consist of the elective officers, and the immediate past President of the Chapter. The Executive Committee may perform such Chapter business, not requiring a vote of the membership, as shall be in the best interests of the Association and the Chapter.

8.02 Powers

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

8.03 Meetings.

(a) Regular Meetings. The Executive Committee shall meet on the call of the President or any two of its members. Any such meeting must be preceded by at least two days' notice to each Director of the date, time, and place, but does not require notice of the purpose, of the meeting.

(b) Waiver of Notice. Any Executive Committee member may waive notice of any meeting, in accordance with Georgia law.

8.04 Manner of Acting.

(a) Quorum. A quorum shall consist of a majority of the Executive Committee members.

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

(c) Hung Executive Committee Decisions. On the occasion that members of the Executive Committee are unable to make a decision based on a tied number of votes, the President, President-Elect or Treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

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

8.05 Compensation for Board Service

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

8.06 Compensation for Professional Services

Executive Committee members are not restricted from being remunerated for professional services provided to the Chapter. Such remuneration shall be reasonable and fair to

the Chapter and must be reviewed and approved in accordance with the Conflict of Interest policy and state law.

ARTICLE IX

PUBLIC POSITIONS TAKEN BY CHAPTER

9.01 Public Positions Taken by Chapter

The Chapter, in the name of the Association, may issue reports, make public announcements, and publicly advocate positions on issues of concern to the Chapter only with prior approval of the Association's Board of Directors. Without such prior approval, the Chapter may make such a public position but the position statement must include a disclaimer that indicates that the position is that of the Chapter only. In any event, when the Chapter takes such action in its own name and not in that of the Association, the Chapter shall report that action immediately to the Executive Committee of the Board of Directors.

ARTICLE X

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

10.01 Contracts and other Writings

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

10.02 Checks, Drafts

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

10.03 Deposits

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

10.04 Loans

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

10.05 Indemnification

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

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

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

ARTICLE XI

COUNTERTERRORISM AND DUE DILIGENCE POLICY

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

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

The Chapter shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating

terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE XII

DOCUMENT RETENTION POLICY

12.01 Purpose

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

12.02 Policy

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

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

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

Section 3. Minimum Retention Periods for Specific Categories

(a) Chapter Documents. Chapter records include the Chapter's Articles of Association, By-Laws, IRS Form 1024 Application for Exemption, and approval of the Chapter's application for tax-exempt status. Corporate records should be retained permanently. IRS regulations require that the Form 1024 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Chapter's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

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

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

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

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

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

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

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

(ii) has taken affirmative steps to keep the information confidential.

The Chapter should keep all documents designated as containing trade secret information for at least the life of the trade secret.

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

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

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

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

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

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

(i) printed in hard copy and kept in the appropriate file; or

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

ARTICLE XIII

TRANSPARENCY AND ACCOUNTABILITY DISCLOSURE OF FINANCIAL INFORMATION WITH THE GENERAL PUBLIC

13.01 Purpose

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

(a) indicate which documents and materials produced by the Chapter are presumptively open to staff and/or the public;

(b) indicate which documents and materials produced by the Chapter are presumptively closed to staff and/or the public; and

(c) specify the procedures whereby the open/closed status of documents and materials can be altered.

13.02 Financial and IRS documents (The form 1024 and the form 990)

The Chapter shall provide its Internal Revenue forms 990, 990-T, and 1024, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

11.03 Means and Conditions of Disclosure

The Chapter shall make “Widely Available” the aforementioned documents on its internet website to be viewed and inspected by the general public.

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

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

(c) The Chapter 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 Chapter 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.

13.04 IRS Annual Information Returns (Form 990)

The Chapter shall submit the Form 990 to its Executive Committee 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 Chapter’s Form 990 shall be submitted to each member of the Executive Committee via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

13.05 Executive Committee

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

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

(c) All papers and materials considered by the Executive Committee 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.

13.06 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 Chapter except the authorized governmental agencies.
- (c) Within the Chapter, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the Executive Committee when requested.

13.07 Donor Records

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the Chapter except the authorized governmental agencies.
- (c) Within the Chapter, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors;
- (d) donor records shall be made available to the Board when requested.

ARTICLE XIV

CODES OF ETHICS AND WHISTLEBLOWER POLICY

14.01 Purpose

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

14.02 Reporting Violations

If any Executive Committee member, officer, staff or employee reasonably believes that some policy, practice, or activity of the Chapter is in violation of law, a written complaint must be filed by that person with the Vice President, President or President-Elect.

14.03 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.

14.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of the Chapter and provides the Chapter 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 Chapter shall not retaliate against any Executive Committee member, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of the Chapter or of another individual or entity with whom the Chapter has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The Chapter shall not retaliate against any Executive Committee member, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of The Chapter 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.

14.05 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.

14.06 Handling of Reported Violations

The President, President-Elect or Vice President 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 Executive Committee and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all Executive Committee members, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XV

MISCELLANEOUS

15.01 Books and Records

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

15.02 Fiscal Year

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

15.03 Conflict of Interest

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

15.04 Nondiscrimination Policy

The officers, Executive Committee members, committee members, employees, and persons served by this Chapter 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 Chapter 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.

15.05 Bylaw Amendment

These By-Laws may be altered, amended or repealed and new By-laws adopted by two-thirds of the members of this Chapter at a regular meeting if a quorum is present and ten days' prior written notice of the purpose has been given to all members or at a special meeting upon same condition; provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the Chapter to cease to qualify as an exempt corporation under Section 501(c)(6) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and

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

ARTICLE XVI

AMENDMENT OF ARTICLES OF ASSOCIATION

16.01 Amendment

Any amendment to the Articles of Association may be made as provided therein.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of the Chapter were approved by the Chapter's Executive Committee on the 30th day of September, 2016 and constitute a complete copy of the Bylaws of the Chapter.

Secretary *[Signature]*

Date: 9/30/16