

2018 Review

9 Bridges Writers Guild BYLAWS

Article I. Name and Address

1.01 Name

The name of the organization shall be: **9 Bridges Writers Guild**. The business of this organization may be conducted as **9 Bridges Writers Guild, 9 Bridges Writers, 9 Bridges Writing Community** or **9 Bridges**.

1.02 Address

The office address and mailing address shall be at 12114 SE 19th Avenue, Milwaukie, OR 97222.

Article II. Purposes and Powers

2.01 Purpose

The 9 Bridges Writers Guild is a non-profit organization and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The purpose of the organization is to provide a community that supports writers nationwide, in all genres and at every skill level, by fostering personal, community and professional growth that is positive and constructive. This shall be done via meetings, workshops, seminars, and other events, services or activities to facilitate writers in their craft.

The character and essence of the organization is the same as the purpose. To maximize our impact on current efforts, we may seek to collaborate with, or sponsor projects with other non-profit organizations and philanthropic donors that may or may not fall under the 501(c)(3) section of the Internal Revenue Code, but which are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities, which will provide opportunities for involvement and education in order to have a greater impact for change.

2.02 Powers

The organization shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the organization is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the organization may include, but not be

limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. 9 Bridges Writers Guild is a Oregon non-profit public benefit organization, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this organization shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the organization shall inure to the benefit or be distributable to any director, officer, member, participant or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Article III. Membership

3.01 Definition

Participants in 9 Bridges, while referred to as “members” or “chapter members” in all 9 Bridges promotional material and vernacular, are not voting members of this organization. For the purposes of the remaining sections within this article, “member” and “chapter member” are each defined as a non-voting person who has signed up to participate in the 9 Bridges community. The corporation does not have voting members.

3.02 Participation

(a) Anyone can participate as a chapter member of 9 Bridges Writers Guild. There are no membership dues or other fees required to join.

(b) To become a chapter member of 9 Bridges, a person needs to join one of the local or online chapters of 9 Bridges. There is no minimum age requirement to join but minors (under 18 years) must be accompanied to meetings by a parent or guardian.

3.03 Member Code of Conduct

(a) Members of 9 Bridges must comply with the guidelines for member participation set forth by the board in order to be considered an active member in good standing.

(b) A member must attend one (1) meeting or event every three (3) months to be considered an active member in good standing or be a regular and active participant in the online communities (posting more than once a week). A member in good standing is

eligible for the following privileges:

- i. Invitations to 9 Bridges Writers Guild special events, including, but not limited to, conferences, retreats and parties.
- ii. Discounts and special offers available only to 9 Bridges Writers Guild. Inclusion in Anthologies, Newsletters and other vehicles that showcase members' craft.

3.04 Termination of Chapter Membership

If a member refuses to respect the guidelines 9 Bridges Writers Guild has set forth, the Chapter Leader, at their discretion, may terminate a membership, using the procedure outlined below:

(a) Stage One: a meeting moderator is alerted of a problem. They should contact the chapter leader immediately and discuss the problem. The chapter leader will assess the issue and decide if the offending member needs to be addressed. If that is to be done, the member should be addressed outside of the group, privately and never around other group members. If the offense is minor (a harsh critique, for example), then the first warning can be through a conversation after the group and may be made by the meeting moderator if the group co-organizer deems it appropriate. If this is done, a report must be made - documenting the date, nature of the offense and the actions taken - and sent to the regional director within 24 hours of the actions being made.

(b) Stage Two. If the situation has been repeated or it is of a more serious nature - defined as personal attacks or harassment of any nature (including sexual), then the chapter leader must be alerted immediately and the regional director involved. The regional director will discuss the situation with both the chapter leader and the meeting moderator and will determine the best solution. A written warning, in the form of an email, will be sent to the offending member from the chapter leader. The regional director must be CC'd on all communications between the chapter leader and the member.

(c) Stage Three: If the behavior continues, then the member will need to be removed. This will be done in the following manner. After a verbal and written warning, the member will be asked to leave the group and will have their membership revoked. This will be done through an email sent by the regional director, which will be CC'd to the chapter leader and all meeting moderators associated with that chapter. In addition, the executive director will be CC'd. The regional director will meet with the chapter leader and the meeting moderator to assess if the offending individual poses any further threat to the group. If it is deemed that the group or any of its members are in any danger, then the proper authorities shall be notified.

Former members whose memberships have been revoked will not receive invitations to 9 Bridges special events. Former members whose memberships have been revoked and who arrive at 9 Bridges meetings or special events will be asked to leave the premises.

Article IV. Board of Directors

4.01 Board Structure and Number of Directors

- a) **Structure:** The board structure is a Unitary Board structure which encompasses an executive (corporate) board and nonexecutive (operating) board.
- b) **Number of Directors:** There are four (4) board members: one (1) executive director and four (4) non-executive directors. The board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors, but not exceeding a maximum of fifteen (15) directors. The directors at each annual meeting of the board shall fix the number of directors.

4.02 Powers

All corporate powers shall be exercised by, or under the authority of, the board, and the affairs of 9 Bridges shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Terms of Office

- (a) *Duration.* All directors shall be elected to serve a two-year term, however the term may be extended until a successor has been elected.
- (b) *Staggering.* Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.
- (c) *Term Limits.* Directors may serve terms in succession.
- (d) *Term of Office.* The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.
- (e) *Executive Director.* The executive director is a non-voting and non-elected member of the board.
- (f) *Term of Chairman.* The Chairman of the Board will serve a five (5) year term.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in December of each year through a general election open to all members. In the case of a vacancy or in order to fill a newly created director position, the board of directors may appoint a new director through a two-thirds (2/3) vote.

No more than one person from any cohabiting household may serve as Director at the same time. Only one immediate family member may be a director at a time.

4.05 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

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

4.06 Removal of Directors

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

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

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

4.07 Board of Directors Meetings.

(a) *Regular Meetings.* The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon a minimum of seven (7) days notice by first-class mail, electronic mail, or through the private board social media group, or forty-eight (48) hours notice if delivered personally or by telephone and will only occur in the event of an emergency. If sent by mail, or electronic mail, the notice shall be deemed delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) *Special Meetings.* The Chairman of the Board, vice chair, secretary, treasurer or executive director, or any two (2) other directors of the board of directors may call a special meeting of the board. A special meeting must be preceded by at least two (2) days notice to each director of the date, time, and place of the meeting. The purpose of the meeting does not have to be disclosed in the notification.

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

4.08 Manner of Acting.

(a) *Quorum.* A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

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

(c) *Hung Board Decisions.* On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the Executive Director will be allowed to cast the deciding vote. In the event that the Executive Director is not able to vote, the Chairman of the Board shall have the power to swing the vote based on his/her discretion.

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

conferencing or by telephonic conference call.

4.09 Compensation for Board Service

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

4.10 Compensation for Professional Services by Directors

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

ARTICLE V. COMMITTEES

5.01 Committees

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

- (a)* Take any final action on matters, which also requires board members' approval or approval of a majority of all members.
- (b)* Fill vacancies on the board of directors 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 board of directors, which by its express terms is not so amendable or repealable.
- (e)* Appoint any other committees of the board of directors or the members of these committees.
- (f)* Expend corporate funds to support a nominee for director; or
- (g)* Approve any transaction;
 - (i)* to which the organization is a party and one or more directors have a material financial interest; or
 - (ii)* between the organization and one or more of its directors, or between the organization or any person in which one or more of its directors have a material financial interest; or
 - (iii)* for which the financial liability of 9Bridges exceeds one hundred dollars (\$100.00).

5.02 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members,

except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Notes shall be kept of each meeting of any committee and shall be provided to the board prior to each regular board meeting or special meetings as requested. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

(a) Dissolution of committees. Any committee assembled for the purposes of carrying out the wishes of the board shall be disbanded once its duties have been performed and a final report has been filed with the board of directors.

5.03 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, is agreed to 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 written consent. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

ARTICLE VI. BOARD OFFICERS

6.01 Board Officers

The officers of the organization shall consist of four (4) non-executive members - a board chairman, vice-chairman, treasurer, and secretary - and one (1) non-voting executive director; all of whom shall serve at the pleasure of the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers, as it deems expedient for the proper conduct of the business of the organization, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where the action of two or more officers is required.

6.02 Term of Office

Each officer shall serve a two (2) year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of his/her term, or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

6.03 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any

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

ARTICLE VII. NON-EXECUTIVE BOARD OFFICERS

7.01 Chairman of the Board

The Chairman of the board shall be the chief volunteer officer of the organization. The chairman shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

(a) Unexpected Vacancy. Should the office of Chairman be vacated before the completion of the term, the vice chair shall normally accede to the office of Chairman and complete the remainder of the term of the Chairman of board.

7.02 Vice Chairman

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

7.03 Treasurer

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

7.04 Secretary

The secretary shall keep or cause to be kept an electronic record of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given

of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

7.05 Non-Director Officers

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

ARTICLE VIII. EXECUTIVE DIRECTOR

8.01 Executive Director

The Executive Director shall provide the vision and roadmap for the organization and act as the public face for the organization and represent it in a positive manner. They shall serve as a member of the Executive Board and as a non-voting member of the Board of Directors, except in the event of a hung vote. They shall oversee all operations of the organization and shall conduct business in a manner that ensures the rights of every member.

ARTICLE IX - CONTRACTS, INDEMNIFICATION AND RELATED MATTERS

9.01 Contracts and other Writings

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

9.02 Checks, Drafts

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

9.03 Deposits

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

9.04 Loans

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

9.05 Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE X - MISCELLANEOUS

10.01 Books and Records

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

10.02 Fiscal Year

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

10.03 Conflict of Interest

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

(b) A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the corporation at the time it was entered into or is approved as provided in subsection (2) or (3) of this section.

(c) A transaction in which a director of a public benefit or religious corporation has a conflict of interest may be approved:

(i) By the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the directors interest are disclosed or known to the board of directors or committee of the board of directors; or

(ii) By obtaining approval of the Attorney General or the circuit court in an action in which the Attorney General is joined as party.

(d) A transaction in which a director of a mutual benefit corporation has a conflict of interest may be approved in advance by the vote of the board of directors or a committee of the board of directors if the material facts of the transaction and the directors interest were disclosed or known to the board of directors or a committee of the board of directors or if the material facts of the transactions and the directors interest were disclosed or known to the members and they authorized, approved or ratified the transaction.

(e) For the purposes of this section, a director of the corporation has an indirect interest in a transaction if another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction or another entity of which the director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the corporation.

(f) For purposes of subsections (b) and (c) of this section, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the board of directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection (b) or (c) of this section if the transaction is otherwise approved as provided in subsection (b) or (c) of this section.

(g) For purposes of subsection (c) of this section, a conflict of interest transaction is authorized, approved or ratified by the members if it receives a majority of the votes entitled to be counted under this subsection. Votes cast by or voted under the control of a director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in subsection (d) of this section may be counted in a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction under subsection (c) of this section. A majority of the members, whether or not present, that are entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this section.

(7) The articles, bylaws or a resolution of the board may impose additional requirements on conflict of interest transactions.

10.04 Nondiscrimination Policy

9 Bridges Writers Guild does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations, with the exception that minors (under 18) present at meetings must be accompanied by a parent or guardian. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, volunteers, subcontractors, vendors, and clients.

9 Bridges Writers Guild is an equal opportunity employer. We will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the basis of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

10.05 Dissolution and Distribution of Assets

(a) Dissolution. The Organization can be dissolved only by unanimous vote by the board.

(b) Distribution. Upon termination or dissolution of the 9 Bridges Writers Guild, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving organization. The organization to receive the assets of 9 Bridges hereunder shall be selected in the discretion of a majority of the managing body of the organization, and if its members cannot so agree, then the assets lawfully available for distribution will be distributed to the Oregon Cultural Trust.

ARTICLE XI - DOCUMENT RETENTION POLICY

11.01 Purpose

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

11.02 General Guidelines.

From time to time, the organization may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are

identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors. The organization expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules.

11.03 Exception for Litigation Relevant Documents

All officers, directors, and employees should note the following general exception to any stated destruction schedule: If the belief exists - either from officers, directors, employees or other concerned parties, - 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.

11.04 Minimum Retention Periods for Specific Categories

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

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

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

(d) Board and Board Committee Materials. Meeting minutes must be retained in perpetuity in the organization's minute book or electronic equivalent. A clean copy of all other board and board Committee materials must be kept for no less than three years by the organization.

(e) Press Releases/Public Filings. The organization should retain permanent copies of all press releases and publicly filed documents under the premise that the organization should have its own copy to test the accuracy of any document a member of the public can conceivably produce against the organization. Variances to this schedule must be in writing and authorized by the secretary.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of legal documents. Variances to this guidance must be in writing and authorized by the Chair. Legal documents should generally be maintained for a period of ten years. Variances to this schedule must be in writing and authorized by the Chair.

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

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

- (i)* derives independent economic value from the secrecy of the information; and
- (ii)* has taken affirmative steps to keep the information confidential.

The organization must keep or destroy all documents designated as containing trade secret information for at least the life of the trade secret. As with other organizational assets, trade secrets and other intellectual property may be disposed of, sold, leased, or otherwise negotiated by an act of the board of directors, for the benefit of the corporation..

(i) Contracts. Final, execution copies of all contracts entered into by the organization must be retained. The organization must 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. Variances to this schedule must be in writing and authorized by the secretary.

(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. Variances to this schedule must be in writing and authorized by the treasurer.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently. Variances to this schedule must be in writing and authorized by the treasurer.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years. Variances to this schedule must be in writing and authorized by the chairman of the board.

11.05 Email

Email that needs to be saved must 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 Article.

ARTICLE XII - TRANSPARENCY AND ACCOUNTABILITY

12.01 Purpose

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

(a) indicating which documents and materials produced by the organization are presumptively open to staff and/or the public

(b) indicating which documents and materials produced by the organization are presumptively closed to staff and/or the public

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

12.02 Board

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

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

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

12.03 Financial and IRS documents (forms 1023 and 990)

The organization shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, annual report and financial statements to the general public for inspection free of charge.

12.04 Annual Report

The organization shall provide its annual report, containing the statement of the organization, board evaluation of the Executive Director and the yearly budget and financial statement to the general public for inspection free of charge.

12.05 Means and Conditions of Disclosure

The organization shall make "Widely Available" the aforementioned documents on its website: www.9Bridges.org, to be viewed and inspected by the general public.

(a) Format. The documents shall be posted in a PDF 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) Instructions. The website shall clearly inform readers that the document is available and provide instructions for downloading it.

(c) No Fees. The organization shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

(d) Notification of Location. The organization shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests, within 48 hours for emailed requests, and within seven (7) days for mailed requests.

12.06 IRS Annual Information Returns (Form 990)

The organization shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the organization's Form 990 shall be submitted to each member of the board of directors via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

12.07 Staff Records

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

(b) No staff records shall be made available to any person outside the organization except to representatives of authorized governmental agencies, or as otherwise required by law.

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

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

12.08 Donor Records

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

(b) No donor records shall be made available to any other person outside the organization except to representatives from authorized governmental agencies, or as otherwise required by law.

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

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

12.09 Operational Security

(a) Banking authorization files, blank checks, check registers, debit card authorization numbers, and similar and/or related instruments of the routine finances of 9 Bridges shall be closed to the public.

(b) Website and social media credentials for 9 Bridges, including but not limited to login names and passwords, shall be closed to the public.

(c) Pass codes, door codes, electronic keys, sequences for combination locks, and other information relating to physical security or secured access to a physical space used by 9 Bridges shall be closed to the public unless otherwise determined by the facilities manager of a facility used by 9 Bridges.

ARTICLE XIII - CODES OF ETHICS AND WHISTLEBLOWER POLICY

13.01 Purpose

The organization requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the organization shall practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

13.02 Reporting Violations

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

13.03 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.

13.04 Retaliation

Anyone filing a complaint is protected from retaliation only if the alleged unlawful activity, policy, or practice is brought to the attention of the organization and the organization is provided with a reasonable opportunity to investigate and correct the alleged unlawful activity. Individuals that comply with this requirement are offered the following protection:

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

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

13.05 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.

13.06 Handling of Reported Violations

The Chairman of the board or vice chairman shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days.

The board and its appointed committee shall promptly investigate all reports and appropriate corrective action shall be taken if warranted by the investigation.

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

ARTICLE XIV – AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION

14.01 Amendment to Bylaws

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

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

14.02 Amendment to Articles of Incorporation

Any amendment to the Articles of Incorporation may be adopted by a vote of the majority of the board of directors, provided that the amendment does not violate the conditions listed in Section 14.01.

CERTIFICATE OF ADOPTION OF BYLAWS

We do hereby certify that the 9 Bridges board of directors approved the above stated Bylaws of 9 Bridges and that this constitutes a complete copy of the Bylaws of the organization.

Chairman of the Board _____ Date: _____
Dorothy F Melendy

Executive Director _____ Date: _____
Elizabyth Ann Harrington

Chief Financial Officer _____ Date: _____
Mark Victor Harrington