

# **Baled It! Bylaws**

## **Article I, Name**

### **1.01 Name**

The name of this corporation shall be Baled It! (Alabama Entity ID 001 - 032 – 266)

## **Article II, Purposes and Legal Powers**

### **2.01 Purpose**

Baled It! Is a nonprofit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. The purpose of Baled It! is to utilize straw bale gardens, promote outdoor fitness, and improve access to healthy foods and physical activity for under-resourced communities.

### **2.02 Powers**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The Legal powers of the corporation may include, but not 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.**

#### **Nonprofit Legal Status**

Baled It! Is an Alabama nonprofit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

#### **Exempt Activities Limitation**

- Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.
- No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation 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.

#### **Distribution Upon Dissolution**

- Upon termination or dissolution of Baled It!, any assets and resources lawfully available for distribution shall be distributed to one 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 corporation.

- The organization to receive the assets of Baled It! hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Baled It!, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets and resources to be distributed, giving preference if practicable to organizations located within the State of Alabama.
- 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 Baled It!, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Alabama to be added to the general fund.

### **Article III, Membership**

#### **3.01 No Membership Classes**

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

#### **3.02 Non-Voting Affiliates**

The governing body may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations.

At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

#### **3.03 Dues**

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

### **Article IV, Board of Directors**

#### **4.01 Number of Directors**

Baled It! shall have a board of directors consisting of at least 3 and no more than 15 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

#### **4.02 Powers**

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

#### **4.03 Terms**

- All directors shall be elected to serve a one-year term; however, the term may be extended until a successor has been elected.
- Directors may serve terms in succession.
- The term of office shall be considered to begin January 1 and end December 31 of the same year in office, unless the term is extended until such time as a successor has been elected.
- Founding board members shall remain on the Board of Directors in perpetuity unless removed according the rules outlined under section 4.07 Removal of Directors

#### **4.04 Qualifications and Election of Directors**

In order to be eligible to serve as a director, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board. Directors may be elected at any board meeting by the majority vote. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

#### **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 position, subject to the maximum number of directors under these Bylaws.

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

#### **4.06 Duties of Founding Board Members**

Founding board members will act as the officers for the board of directors until it is deemed necessary by the board to create an executive committee to take over leadership responsibilities. At such time, the board will meet to discuss the responsibilities for the executive officers, their term length and term limits, and any other issues which may be deemed necessary to discuss. Any actions taken by the board of directors to create an executive committee requires the approval of at least two-thirds vote of the founding board members. The responsibilities of the Founding Board Members are outlined below:

- Director of Gardens (Jeremy Browning): Working in coordination (as appropriate) with the Director of Fitness, Director of Records & Finance, and/or executive officers, the Director of Gardens shall oversee the planning and execution of all garden operations. These activities include, but are not limited to: 1) identifying the need for supplies & consumables and budgeting for their acquisition; 2) serving as chairperson or co-chairperson on garden-related committees; 3) planning and coordinating garden and education events; 4) providing consultation to potential garden-hosts and other relevant stakeholders; and 5) identifying, recording, managing, and disseminating botanical and horticultural data.
- Director of Fitness (Brett Davis): Working in coordination (as appropriate) with the Director of Gardens, Director of Records & Finance, and/or executive officers, the Director

of Fitness shall oversee the planning and execution of all fitness-related activities/operations. These activities include, but are not limited to: 1) identifying the need for supplies and budgeting for their acquisition; 2) serving as chairperson or co-chairperson on fitness-related committees; 3) planning and coordinating fitness and education events; 4) providing consultation to relevant stakeholders; and 5) identifying, recording, managing, and disseminating health and fitness data.

- Director of Records and Finance (Jesse Lane): The duties of the director of records and finance include, but are not limited to, communicating information about past and upcoming meetings, keeping meeting minutes, maintaining de jure and de facto corporate records, keeping record of financial transactions, organizing budgets, keeping banking records, signing checks, and organizing any financial records associated with purchases from which the board of directors deems necessary for the continued function of Baled It!

#### **4.07 Duties of Additional Board Members**

- Director of Arts and Media: The Director of Arts and Media will be responsible for public relations and designing various outreach programs and materials for use in building alliances and partnerships with community leaders and other nonprofits. Responsibilities include, but are not limited to, (1) designing promotional and advertisement material for the organization; (2) planning and implementing outreach programs; (3) designing and posting advertisements on the website and social media for upcoming events; and (4) acting as a liaison between Baled It! and other related organizations.

#### **4.08 Removal of Directors**

A director may be removed by two-thirds vote of directors then in office, if:

- The director is absent and unexcused from two or more board meetings in a twelve-month period. The other board members are empowered to excuse directors from attendance for a reason deemed adequate by the board members present at the meeting. An individual board member shall not have the power to excuse him/herself from the board meeting attendance. Or:
- For cause or no cause, if before any meeting of the members 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. The director in question must be given notice at least one week prior to the scheduled removal hearing.

The three founding board members, hereby acknowledged at the end of this document, may remove another director by unanimous decision if deemed necessary for the betterment of Baled It! As with the rules outlined above, the board member in question is given electronic or written notification of the founding board member's intention to discuss her/his case and is given the opportunity to be heard at a meeting. The director in question must be given notice at least one week prior to the scheduled removal hearing.

#### **4.09 Board of Directors Meetings.**

- **Regular Meetings.** The board of directors shall have a minimum of four (4) regular meetings each calendar year. At least one meeting shall be held each quarter (i.e., once every three months of the year) at times and places fixed by the board. These meetings shall be held upon four (4) days' notice by electronic mail, phone call, or text message. If

sent by email or text message, the notice shall be deemed to be delivered when it is sent. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

- **Special Meetings.** Special meetings may be called by any of the board members. A special meeting must be preceded by at least a 1-day notice to each director of the date, time, and place of the meeting.
- **Waiver of Notice.** Any director may waive notice of any meeting, in accordance with Alabama law.

#### **4.10 Manner of Acting.**

- **Quorum.** A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the board at any meeting at which a quorum is not present.
- **Majority Vote.** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
- **Hung Decisions.** On the occasion that directors are unable to make a decision based on a tied number of votes, the vote will be tabled until the following meeting for further deliberation.
- **Participation.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephone conference call.

#### **4.11 Compensation for Board Members for Services**

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

#### **4.12 Compensation for Professional Services by Directors**

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

### **Article V, Committees**

#### **5.01 Committees**

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

- Take any final action on matters which also requires board members' approval or approval of a majority of all members;

- Fill vacancies on the board of directors or in any committee which has the authority of the board;
- Amend or repeal Bylaws or adopt new Bylaws;
- Amend or repeal any resolution which by its express terms is not so amendable or repealable;
- Appoint any other committees or the members of these committees;
- Expend corporate funds to support a nominee for director;
- Or approve any transaction;
  - (i) To which the corporation is a party and one or more directors have a material financial interest; or
  - (ii) Between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

## **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 or by resolution of the committee. Special meetings of the committee may also be called by a resolution. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The governing body may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

## **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, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the board to use email to approve actions, as long as a quorum gives consent.

## **Article VI, Officers**

### **6.01 Executive Officers**

The founding board members shall act as officers until such time in the future that the board of directors deems it necessary to elect officers based on the rules and regulations created by the Board and outlined in this document.

## **Article VII, Contracts, Checks, Loans, Indemnification**

### **7.01 Contracts and Other Writings**

Except as otherwise provided by resolution or policy of the board, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the President and Treasurer/Secretary after approval is made by the board of directors. Other persons to whom the board of directors has delegated authority may execute such documents in accordance with policies prescribed by this document.

## **7.02 Checks, Crafts**

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

## **7.03 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 governing body or a designated committee may select.

## **7.04 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.

## **7.05 Indemnification**

- *Mandatory Indemnification.* The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- *Permissible Indemnification.* The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- *Advance for Expenses.* Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- *Indemnification of Officers, Agents and Employees.* An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Alabama Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

## **Article VIII, Miscellaneous**

### **8.01 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, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the organization.

In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

## **8.02 Fiscal Year**

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

## **8.03 Conflict of Interest**

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

## **8.04 Nondiscrimination Policy**

The officers, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation.

It is the policy of Baled It! 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.

## **Article IX, Counter-Terrorism and Due Diligence Policy**

In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, Baled It! shall stipulate how the funds will be used and shall require the recipient to provide the corporation 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, Baled It! 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.

Baled It! 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 X, Document Retention Policy**

### **10.01 Purpose**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Baled It!'s records.

### **10.02 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, Baled It! 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**

Baled It! expects all officers, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, and employees should note the following general exception to any stated destruction schedule: If you believe, or Baled It! informs you, that corporate records are relevant to litigation, or potential litigation (i.e., a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

## **Section 3 - Minimum Retention Periods for Specific Categories**

### ***Corporate Documents***

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

### ***Tax Records***

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

### ***Employment Records/Personnel Records***

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

### ***Board and Committee Materials***

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

### ***Press Releases/Public Filings***

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

### ***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.

### ***Marketing and Sales Documents***

The corporation 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.

### ***Development/Intellectual Property and Trade Secrets***

Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation derives independent economic value from the secrecy of the information; and has taken affirmative steps to keep the information confidential.

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

### ***Contracts***

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

### ***Correspondence***

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

### ***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.

## ***Insurance***

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

## ***Audit Records***

External audit reports should be kept permanently. Internal audit reports should be kept for three years.

## **Section 4 - Electronic Mail**

E-mail that needs to be saved should be either: (1) printed in hard copy and kept in the appropriate file; or (2) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the email, as covered elsewhere in this policy.

## **Article XI, Transparency and Accountability Disclosure of Financial Information with the General Public**

### **11.01 Purpose**

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

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

The details of this policy are as follow:

### **Financial and IRS documents (Form 1023 and Form 990)**

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

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

Baled It! shall make "Widely Available" the aforementioned documents on its internet website (<https://www.baledit.org/>) to be viewed and inspected by the general public.

- The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- Baled It! 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).

- Baled It! 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.

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

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

#### **11.05 Board**

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

#### **11.06 Staff Records**

- All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that staff records shall be made available to the board when requested.

#### **11.07 Donor Records**

- All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing **with** those donors, except that donor records shall be made available to the board when requested.

### **Article XII, Code of Ethics and Whistle-Blower Policy**

#### **12.01 Purpose**

Baled It! requires and encourages members, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

It is the intent of Baled It! to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The

support of all corporate staff is necessary to achieving compliance with various laws and regulations.

### **12.02 Reporting Violations**

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

### **12.03 Acting in Good Faith**

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

### **12.04 Retaliation**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Baled It! and provides Baled It! 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. Baled It! shall not retaliate against any officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Baled It! or of another individual or entity with whom Baled It! 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.

## **Article XIII, Amendments of Bylaws and Articles of Incorporation**

### **13.01 Amendments to the Articles of Incorporation**

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

### **13.02 Amendments to the Bylaws**

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

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

**Certificate of Adoption of Bylaws**

I do hereby certify that the above stated Bylaws of Baled It! were approved by the Baled It! board of directors on June 2, 2023 and constitute a complete copy of the Bylaws of the nonprofit corporation.



Brett Davis, Director of Fitness

Date: 6 - 2 - 2023



Jeremy Browning, Director of Gardening

Date: 6 - 2 - 2023



Jesse Lane, Director of Records and Finance

Date: 6 - 2 - 2023