

Amtgard: Northern Lights Bylaws

Article I NAME

The name of this corporation shall be Amtgard: Northern Lights. The business of the corporation may be conducted as Amtgard: Northern Lights or Kingdom of Northern Lights.

Article II PURPOSES AND POWERS

2.1 Purpose

Amtgard: Northern Lights is a non-profit corporation and shall be operated exclusively for the purpose of fostering national and international amateur sports competition, recreational games, promoting the arts and charitable purposes within the meaning of 501(c)(7) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

2.2 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.3 Nonprofit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status. Amtgard: Northern Lights Washington non-profit corporation with recognition as tax exempt under Section 501(c)(7) 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 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 501(c)(7) 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 reimburse for payments made on behalf of the corporation and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution upon Dissolution: Upon termination or dissolution of Amtgard: Northern Lights 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)(7) 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 Amtgard: Northern Lights 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 Amtgard: Northern Lights, 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 cable 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 Washington.

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 Amtgard: Northern Lights, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Washington to be added to the general fund.

Article III Membership Classes

3.1 No Membership Classes

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

3.2 Non-Voting Affiliates

The Board 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 of the Board, 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 the Board.

Article IV BOARD OF DIRECTORS

4.01 Number of Directors

Amtgard: Northern Lights shall have a Board of directors consisting of at least seven (7) and no more than fifteen (15) directors. All members must be chosen from among the Members in Good Standing of the "Amtgard Kingdom of Northern Lights" affiliates. 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 powers shall be exercised by or under the authority of the board, and the affairs of Amtgard: Northern Lights shall be managed under the direction of the board, except as provided by law.

4.03 Terms

(a) Unless a Director dies, resigns, or is removed, they shall hold office for a term of one year or until their successor is elected, whichever is later.

(b) Director terms shall be staggered so that approximately half the number of directors will end their terms at a given time.

(c) Directors may not serve more than three (3) consecutive terms.

(d) The term of office shall be considered to begin at the corresponding Mid-Reign event.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the Board, an individual must be:

- (a) at least 18 years of age;
- (b) a Member in Good Standing as identified in the Amtgard: Northern Lights Corpora; and
- (c) be elected to the position by the voting membership of Amtgard: Northern Lights

4.05 Vacancies

A vacancy in the Board due to resignation, death, or removal shall be filled by election from the voting membership of Amtgard: Northern Lights for the balance of the term of the director being replaced.

4.06 Removal of Directors

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

- a) the director is absent and unexcused from two (2) or more Board meetings in one (1) calendar year (January to January). The Board President is empowered to excuse directors from attendance for a reason deemed adequate by the President. The President shall not have the power to excuse himself from the meeting attendance and in that case, the Board Vice President may excuse the President.
- 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 their case and is given the opportunity to be heard at a meeting of the Board.
- c) for cause or no cause, a Board member may be removed from the Board with a two-thirds vote of Members in Good Standing of Northern Lights at a properly called Althing.

4.07 Notice of Board of Directors Meetings

The Board shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. The President, the Secretary, or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally, by mail, or by electronic transmission, not less than ten nor more than sixty days before the meeting, notice stating the place, date and time of the meeting, and in the case of a special meeting, the purposes(s) for which the meeting is called. At any time, upon the written request of the President, Vice-President, Secretary, Treasurer, or two other voting members of the Board, it shall be the duty of the Secretary to give notice of a special meeting of the Board to be held at such date, time, and place as the Secretary may fix, not less than ten nor more than thirty-five days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time, and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at their address as it appears on the records of the corporation with postage thereon prepaid. Notice provided in an electronic transmission is effective when it is electronically transmitted to an email address designated by the recipient for that purpose; or has been

posted on an electronic network accessible to the member.

Waiver of Notice. Whenever any notice is required to be given to any member under the provisions of the Bylaws, the Articles of Incorporation, or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

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 President shall have the power to swing the vote based on their 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, internet video meeting, or by telephonic conference call. Members may not vote by proxy.

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 with respect to carrying out board responsibilities, as long as these expenses are not personal in nature (i.e. food, fuel, site fees, etc.).

4.10 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 board Conflict of Interest policy and state law.

Article V

COMMITTEES

5.01 Committees: The Board by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each which shall consist of two or more Directors. Such Board committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to:

(a) take any final action on matters which also requires board members' approval or approval of a majority of all members;

(b) ;

(c) amend or repeal Bylaws or adopt new Bylaws;

(d) amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be

amended, altered, or repealed by a committee;

(e) elect, appoint, or remove any member of any other committee or any Director or officer of the corporation;

(f) expend corporate funds to support a nominee for director;

(g) adopt a plan for the distribution of the assets of the corporation ;

(h) amend the Articles of Incorporation

(i) authorize the voluntary dissolution of the corporation or revoke proceedings therefore;

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or them by law.

(1) to which the corporation is a party and one or more directors have a material financial interest; or

(2) 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.

Advisory Committees

The Board may designate and appoint one or more advisory committees, each of which may consist of at least one Director and one or more other members in good standing to give advice and counsel to the Board. The Board shall establish the charge and tasks for the committee and appoint its chair and members.

Quorum: Manner of Acting

A majority of the number of members of any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Removal of Committee Members

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

5.2 Meetings and Action of Committees Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of

committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

5.3 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 VI OFFICERS

6.01 Number and Qualifications: The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board. Each 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. Other officers may be elected or appointed by the Board. These officers shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board.

6.02 Term of Office Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office.

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 corporation without prejudice to the rights, if any, of the corporation 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.

6.04 Board President: The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding over meetings of the board of directors, and shall perform all other duties incident to the office and such duties as assigned to them by the Board.

6.05 Vice President: In the event of the death of the President or their absence or inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned to them by the President or the Board.

6.06 Secretary: The secretary shall: (a) keep or cause to be kept the minutes of all meetings of the Board and minutes which may be maintained by committees of the Board; (b) see that all notices are fully given in accordance with the provisions of the Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office and email address of each member of the Board' and (e) in general perform all duties incident to the office of the Secretary and such other duties as may be assigned to them by the President or the Board.

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 may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

6.07 Treasurer The treasurer shall sign a "Statement of Organization Officer Fiduciary Responsibility" as outlined in the corporation Corpora. The Treasurer shall have charge and custody of and be responsible for all funds of the corporation, in coordination with the Prime Minister; receive and give receipts for moneys due and payable to the corporation from any source whatsoever; deposit or ensure the deposit of all such moneys in the name of the corporation in the bank selected in accordance with the provisions of these Bylaws; provide financial reports to the Board at its meetings and on request; complete and submit all paperwork/filings associated with the legal functions of the corporation; and perform all of the duties incident to the office of the Treasurer and such other duties as assigned to them by the President or the Board. .The treasurer may appoint, with approval of the board, a qualified fiscal agent or member of the organization to assist in performance of all or part of the duties of the treasurer.

Article VII CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other ritings

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.

7.02 Checks, Drafts

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

7.03 Deposits

All funds of the Corporation not otherwise employed shall be deposited within two weeks of receipt 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.

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 (a) 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 they were a party because they are or were a director of the Corporation against reasonable expenses incurred by them in connection with the proceedings.

(b) Permissible Indemnification

The Corporation shall indemnify a director or former director made a party to a proceeding because they are or were a director of the Corporation, against liability incurred in the proceeding, if the determination

to indemnify them 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 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

(1) a written affirmation from the director, officer, employee or agent of their good faith belief that they are entitled to indemnification as authorized in this article, and

(2) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that they are entitled to be indemnified by the Corporation in these Bylaws.

(d) 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 Washington 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.

Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board.

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 the Board 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.

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, directors, 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 Amtgard: Northern Lights 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.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board 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)(7) 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 the Board; and

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

Article IX COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Amtgard: Northern Lights 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, Amtgard: Northern Lights 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.

Amtgard: Northern Lights 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 to establish standards for document integrity, retention, and destruction and to promote the proper treatment of Amtgard: Northern Lights records.

10.02 Policy (a) 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, Amtgard: Northern Lights 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.

(b) Exception for Litigation Relevant Documents. Amtgard: Northern Lights expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction

schedule: If you believe, or Amtgard: Northern Lights 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.

(c) Minimum Retention Periods for Specific Categories

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

(2) Tax Records. Tax records include, but may not be limited to, documents concerning proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.

(3) 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 . 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 (7) years.

(4) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity. A clean copy of all other Board and Board Committee materials should be kept for no less than three (3) years by the corporation.

(5) 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.

(6) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.

(7) 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 (3) 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 (3) years beyond the life of the agreement.

(8) 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:

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

(9) Contracts. Final, executed copies of all contracts entered into by the corporation should be retained for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(10) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.

(11) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven (7) years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three (3) years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

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

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

(14) Event Records. Financial documentation and attendance records from events, competition documentation, and sports and arts workshops attendance records should be kept for seven (7) years.

(d) 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 USB drive maintained by the Secretary of the Board. The retention period depends upon the subject matter of the e-mail, 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, Amtgard: Northern Lights practices and encourages transparency and accountability to the general public.

This policy will:

(a) indicate which documents and materials produced by the corporation are presumptively open to members, staff and/or the public

(b) indicate which documents and materials produced by the corporation are presumptively closed to members, staff and/or the public

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

The details of this policy are as follow:

11.02 Financial and IRS documents (Forms 1023 and 990) Amtgard: Northern Lights shall provide its Internal Revenue forms 990, 990-T, and 1023 (if any), bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

11.03 Means and Conditions of Disclosure

Amtgard: Northern Lights shall make "Widely Available" the aforementioned documents on its internet website: <http://www.amtgardnorthernlights.com> 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) Amtgard: Northern Lights 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) Amtgard: Northern Lights 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 seven (7) days for mailed requests.

11.04 IRS Annual Information Returns (Form 990) (if any) Amtgard: Northern Lights shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the Board via the Board's internet forum at least 10 days before the Form 990 is filed with the IRS.

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

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

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

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

(b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.

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

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

11.07 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 corporation except the authorized governmental agencies.

(c) 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;

(d) donor records shall be made available to the Board when requested.

Article XII CODES OF ETHICS AND WHISTLEBLOWER POLICY.

12.01 Purpose Amtgard: Northern Lights requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Amtgard: Northern Lights 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 director, officer, member, staff or employee reasonably believes that some policy, practice, or activity of Amtgard: Northern Lights is in violation of law, a written complaint must be filed by that person with the Board President or Vice President.

12.03 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.

12.04 Retaliation Said person is protected from retaliation only if they bring the alleged unlawful activity, policy, or practice to the attention of Amtgard: Northern Lights and provides Amtgard: Northern Lights 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. Amtgard: Northern Lights shall not retaliate against any director, officer, member, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Amtgard: Northern Lights or of another individual or entity with whom Amtgard Northern Lights 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.

Amtgard: Northern Lights shall not retaliate against any director, officer, member, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practices of Amtgard: Northern Lights 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.

12.05 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 consistent with Investigation.

12.06 Handling of Reported Violations: The Board President or Vice President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation. This policy shall be made available to all directors, officers, members, staffs or employees and they shall have the opportunity to ask questions about the Article

XHI AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office at any meeting of the Board.

13.01 Amendment

CERTIFICATE OF ADOPTION OF BYLAWS

The foregoing Bylaws of Amtgard: Northern Lights were adopted by the vote of a majority of the Directors in office at a meeting of the Board held on (date and day)