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Amtgard: Northern Lights Nonprofit Corporate Bylaws

Article I NAME

1.1 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, and 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 is a nonprofit 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 Section 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 at 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 section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of 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 Membership Classes: The corporation shall have members who have the right to vote for the election of directors, officers, and in matters of interest to the corporation, its properties and franchises. The eligibility for this membership class will be identified in the corporation's Corpora.

3.2 Non-Voting Affiliates: The Board of Directors 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 of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events, or on the corporation website. Affiliates have no voting rights and are not members of the corporation.

3.3 Dues: Any dues for affiliates shall be determined by the Board of Directors. Any dues for voting members shall be determined by a vote of the populace in accordance with the procedures set forth in the corporation's Corpora.

Article IV BOARD OF DIRECTORS

4.1 Number of Directors: The Board shall consist of not less than seven (7) nor more than fifteen (15) Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed by amendment to the resolution, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

4.2 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.

4.3 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) There are no term limits for Directors.

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

4.4 Qualifications and Election of Directors: Eligibility requirements to serve as a Director on the Board are identified in the corporation's Corpora and may be updated or changed by a vote as provided for in the corporation's Corpora.

4.5 Vacancies: A vacancy in the Board of Directors 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.

4.6 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 shall 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 removal 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, as identified in the corporation's Corpora.

4.7 Regular Meetings: The Board of Directors shall have a minimum of four (4) regular meetings each calendar year. By resolution, the Board may specify the date, time, and place for the holding of regular meetings without other notice than such resolution.

4.8 Special Meetings: Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix the location for holding any special Board or committee meeting called by them.

4.9 Notice of Special Meeting: Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than two days before the meeting. Notices in writing may be delivered or mailed to the Director at the address shown on the records of the corporation or given by electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient.

4.10 Waiver of Notice: (a) In Writing. Whenever any notice is required to be given to any member under the provisions of these 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. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

(b) By Attendance. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.11 Quorum: A majority of the Directors in office shall constitute a quorum for the transaction of business at that Board meeting. No business shall be considered by the Board at any meeting at which a quorum is not present and a majority of the Directors present may adjourn the meeting without further notice.

4.12 Manner of Acting: (a) Majority. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or applicable Washington law.

(b) 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 or Treasurer, based on the order of precedent, shall have the power to swing the vote based on their discretion.

(c) 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.

(d) 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.

4.13 Informal Action by the Board of Directors: Any action required or permitted to be taken by the Board 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 to use email to approve actions, as long as a quorum of board members gives consent.

4.14 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.).

4.15 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

5.1 Board 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 of 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) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) 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. 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.

5.2 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.

5.3 Quorum: 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.

5.4 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.

5.5 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.

5.6 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 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 resolution of the Board. 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 may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

Article VI OFFICERS

6.1 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. A person may hold more than one office, except that the President and Secretary must be different people. 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.

6.2 Removal and Resignation: The Board 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.

6.3 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, and shall perform all other duties incident to the office and such duties as assigned to them by the Board.

6.4 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.

6.5 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 the approval of the Board, a Director to assist in performance of all or part of the duties of the Secretary.

6.6 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 the 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

7.1 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.

7.2 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.

7.3 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.

7.4 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.

7.5 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.

Article VIII MISCELLANEOUS

8.1 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.

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

8.3 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.

8.4 Nondiscrimination Policy: Amtgard: Northern Lights, and its officers, Directors, committee members, employees, and persons served by this corporation comply with applicable federal and Washington state civil rights laws and do not discriminate on the basis of race, color, national origin, age, disability, sex, gender identity, sexual orientation, marital status, veteran's status, political service or affiliation, or religion.

8.5 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 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

10.1 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.

10.2 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 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.

- (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 art workshops attendance records should be kept for seven (7) years.
- (15) Electronic Mail. E-mail that needs to be saved should be either: (a) printed in hard copy and kept in the appropriate file, or (b) 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 TO GENERAL PUBLIC

11.1 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:

11.2 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.

11.3 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.

11.4 IRS Annual Information Returns (Form 990) (if any). Amtgard: Northern Lights shall submit Form 990 to its Board of Directors prior to the filing of the form. While neither the review or approval of Form 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.

11.5 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.

11.6 Staff Records. (a) All staff records shall be available for consultation by the concerned staff member 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.

11.7 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

12.1 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 achieve compliance with various laws and regulations.

12.2 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 may be filed by that person with the Board President or Vice President.

12.3 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.

12.4 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.

12.5 Confidentiality. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept consistent with Investigation.

12.6 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, staff or employees and they shall have the opportunity to ask questions

about the policy.

Article XIII CONFLICT OF INTEREST POLICY

13.1 Purpose: Amtgard: Northern Lights encourages the active involvement of its directors and officers in the community. To be transparent and deal fairly with actual and potential conflicts of interest that may arise as a consequence of community involvement, Amtgard: Northern Lights adopts the following policy. The purpose of this conflict-of-interest policy is to protect the interests of Amtgard: Northern Lights as it fulfills its charitable purposes, and when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of Amtgard: Northern Lights or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

13.2 Policy: Directors and officers are expected to use good judgment, to adhere to high ethical standards, and to conduct their affairs in such a manner as to avoid any actual or potential conflict between the personal interests of a director or officer and those of Amtgard: Northern Lights. A conflict of interest exists when a director or officer's loyalties or actions are divided between the interests of Amtgard: Northern Lights and the Director or officer's interests. Both the fact and the appearance of a conflict of interest should be avoided.

13.3 Definitions:

1. Affiliation

An affiliation includes any interests other than financial interests that may influence a director or officer's judgment. An objective test determines whether an affiliation exists between the director or officer and the other person, entity, or organization: whether the involvement or relationship of the director or officer with the other person, entity, or organization is such that it reduces the likelihood that the director or officer can act in Amtgard: Northern Lights' best interests.

2. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, or organizational affiliation, as defined above, is an interested person.

3. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which Amtgard: Northern Lights has a transaction or arrangement,
- b. A compensation arrangement with Amtgard: Northern Lights or with any entity or individual with which Amtgard: Northern Lights has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Amtgard: Northern Lights is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under 14.4, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

13.4 Procedures:

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest or organizational affiliation and be given the opportunity to disclose all

material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest or organizational affiliation and all material facts, and after any discussion with the interested person, they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether Amtgard: Northern Lights can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. The governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Amtgard: Northern Lights' best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict-of-Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

13.5 Records of Proceedings: The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest or organizational affiliation in connection with an actual or possible conflict of interest, the nature of the financial interest or organizational affiliation, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

13.6 Compensation:

- a. A voting member of the governing board who receives compensation, directly or indirectly, from Amtgard: Northern Lights for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Amtgard: Northern Lights for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Amtgard: Northern Lights, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

13.7 Periodic Statements: Each director and officer, at the beginning of their term, shall sign a statement that affirms such person:

- a. Has received a copy of the conflict-of-interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands that Amtgard: Northern Lights is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

The signature may be via printed hard copy submitted to the Secretary, or via online form [NL BOD Conflict of Interest Statement](#)

Conflict of Interest Policy Acknowledgment

The undersigned hereby acknowledges that the undersigned:

- (a) Has received a copy of the conflict-of-interest policy,
- (b) Has read and understands the conflict-of-interest policy,
- (c) Has agreed to comply with the conflict-of-interest policy, and
- (d) Understands that in order for Amtgard: Northern Lights to maintain its federal tax exemption as a charitable organization, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Please check one of the following boxes:

- I have no conflicts or potential conflicts to disclose.
- I have the following conflicts or potential conflicts to disclose (please describe any relevant organizational, professional or business affiliations as well as financial interests):

Dated: _____

Print Name: _____

Title: _____

Article XIV 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.

14.1 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 April 14, 2023.

Jennifer Alley, aka Kizmit

Secretary