

**Bylaws
of
Texas Foster Youth, Incorporated**

ARTICLE I

Name, Purposes, Offices and General Provisions

Section 1. Name. The name of the corporation is Texas Foster Youth, Incorporated, hereinafter called the Corporation.

Section 2. Purpose. The Corporation's mission is to improve the lives of Texas foster youth and alumni by educating the general public and policy makers about the needs and concerns of Texas foster youth and alumni, promoting interaction and mutual support between Texas foster youth and alumni, promoting leadership of Texas foster youth and alumni both within the Corporation and in general, and by undertaking such other projects as the Board of Directors of the Corporation may from time to time direct, *provided* that such projects are for the benefit of Texas foster youth or alumni. The Corporation's selection of projects is guided by the expressed needs and concerns of Texas foster youth and alumni. The Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

Section 3. Offices. The Corporation shall have a registered office, and may have other offices at such places as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

ARTICLE II

Board of Directors

Section 1. General Powers. The activities, property, monies, and affairs of the Corporation shall be managed by the Board of Directors, hereinafter called the Board, who may exercise all such powers of the Corporation as are permitted by statute, the Articles of Incorporation, and these Bylaws.

Section 2. Number and Qualifications. The Board of Directors shall consist of not more than nine (9) members, which number may be increased or decreased from time to time by amendment of these Bylaws, *provided* that the number of directors shall not at any time be less than three (3), and *provided further* that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Only persons who are or have been in the temporary or permanent conservatorship of the Texas Department of Protective and Regulatory Services, the Texas Department of Family and Protective Services, or a corresponding future Texas state agency are eligible to serve on the Board. Directorships shall not be denied to any person on the basis of race, ethnicity, creed, sex, religion, sexual orientation, or national origin. Employees of the Corporation are ineligible to serve on the Board. Persons over the age of twenty-seven (27) are ineligible to serve on the Board.

Section 3. Term of Office. The term of office for directors shall be two (2) years. Directors may be reappointed or reelected to an unlimited number of additional terms, *provided* that the director meets all requirements of these Bylaws, or other policies adopted by the Board. The initial directors under these Bylaws shall be appointed to a term of one (1) year. Thereafter, the directors shall be elected or appointed to terms of two (2) years. Terms of office may be altered from time to time by amendment of these Bylaws, *provided* that no term of office shall at any time be for less than one (1) year, *provided further* that no term of office shall at any time be for more than four (4) years, and *provided further* that no such alteration of these Bylaws shall have any effect on the current term of any incumbent director. Directors shall serve until the expiration of their term, death, resignation, disqualification, or removal from office as provided in these Bylaws.

Section 4. Filling of Vacancies. Any vacancy in the Board of Directors, or a vacancy created as the result of an increase in the number of directors, shall be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum, at any regular or special meeting of the Board, *provided* that the notice of the meeting shall state that the filling of vacancies is to be considered. Any director appointed to fill a vacancy shall hold office until the end of the term of the vacancy to which he or she was appointed. Vacancies created by an increase in the number of directors shall be appointed so as to meet the requirements for rotation as provided in Section 3 above.

Section 5. Removal and Resignation. Any director may be removed, either for cause or without cause, at any regular or special meeting of the Board by an affirmative vote of a majority of the number of directors fixed by these Bylaws, *provided* that the notice of the meeting shall state that removal of directors is to be considered. Any officer or director may resign at any time by delivering notice to the President of the Board. The resignation shall take effect at the time specified, but in no case before notice is received. If no date is specified, the effective date of the resignation shall be the date of receipt.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be held at such places and at such times as may from time to time be determined by a resolution adopted by the Board and communicated to all directors, subject to all provisions for notice or waiver of notice as provided in these Bylaws. Meetings may be held at any location inside the state of Texas.

Section 7. Special Meetings. Special meetings of the Board of Directors shall be held at such places and at such times as may from time to time be determined by the Board, subject to all provisions for notice or waiver of notice as provided in these Bylaws. Unless otherwise specified in these Bylaws, any and all business may be transacted at any regular or special meeting of the Board. Special meetings may be called by the President, or by request of three (3) of the directors in office.

Section 8. Annual Meeting. There shall be an annual meeting of the Board of Directors, at such a time and place as is determined by the Board, and at which the Board shall elect officers and transact any and all business that may come before the Board, subject to all provisions for notice or waiver of notice as provided in these Bylaws.

Section 9. Notice. Notice of the annual meeting shall be given not less than ten (10) days nor more than sixty (60) days prior to the date of the annual meeting. Notice of any regular meeting shall be given at least three (3) days prior to the date of the meeting. Notice of any special meeting shall be given at least three (3) days prior to the date of the meeting unless the President declares an emergency, in which case notice shall be given at least twenty-four (24) hours prior to the special meeting. Notice may be given personally, by mail to the last known address of any director, or by electronic means with or without proof of receipt required as determined by the Board. Unless otherwise required by law or these Bylaws, neither the business to be transacted nor the purpose of the meeting need be specified in the notice of the meeting. In case of an emergency declared by the Board President, the three-day notice may be waived.

Section 10. Waiver of Notice. Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the

beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

Section 11. Quorum. At all meetings of the Board of Directors, the presence of a majority of the number of directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business, which number shall include members attending by electronic means (so long as all persons participating in the meeting can communicate with each other). If at any time a director suggests the absence of a quorum, the roll shall be taken immediately to determine if a quorum is present. In the absence of a quorum the meeting may be adjourned to such a time and place as determined by the Board when a quorum will be present. No notice other than announcement at the meeting shall be required to continue the meeting.

Section 12. Actions of the Board. The act of a majority of the directors present in person at any meeting where a quorum is present shall constitute an act of the Board of Directors. Any action may be taken by a consent in writing signed by all of the directors and filed with the records of the Board.

Section 13. Voting and Proxy. When it is necessary to vote on any matter before the Board, members shall be present in person to vote, *provided* that with reasonable notice to the Board President, a member may attend any meeting and vote by electronic means as provided in these Bylaws. Proxy voting shall not be allowed.

Section 14. Consent. Any action permitted or required to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote of the Board. Consent may be obtained in writing, by facsimile, or by e-mail.

Section 15. Attendance. With reasonable notice to the President, members of the Board may attend any meeting by electronic means in which all persons participating in the meeting can hear or communicate with each other simultaneously. Electronic participation shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. If any director fails to attend any three meetings within one (1) year, then the director shall be deemed to have submitted his or her resignation from the Board of Directors. The Board of Directors may refuse to accept the resignation of any director.

Section 16. Compensation. No director shall receive compensation as the result of his or her service on the Board or on any committee of the Board. Nothing contained in this section shall prohibit any director from receiving reimbursement for actual expenses incurred on behalf of the Corporation, *provided* that the expense was authorized by the Board. Nothing contained in this section shall prohibit any director from being reimbursed for expenses incurred in attending meetings of the Board or any committee of the Board, subject to applicable policies and procedures on reimbursement adopted by the Board.

ARTICLE III
Officers, Agents and Employees

Section 1. Elected Officers. The elected officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Corporation may elect one or more Vice-Presidents.

Section 2. Election. All officers shall be elected at the annual meeting of the Board of Directors.

Section 3. Appointive Officers, Agents, and Employees. The Board of Directors may from time to time appoint such other officers, agents and employees as it deems necessary, who shall have powers and duties as set forth in these Bylaws or as determined from time to time by the Board.

Section 4. Simultaneous Offices. Any of the two offices may be combined in one person; provided that no person holding more than one office may sign, in more than one capacity, any certificate or other instrument required by law to be signed by two officers.

Section 5. Term of Office, Removal, Filling of Vacancies. Each officer shall hold office for a term of one (1) year or until his or her death, resignation, disqualification or removal from office as provided in these Bylaws. Any officer may be reelected or reappointed to an indefinite number of consecutive terms in the same office. Any officer may be removed at any time by a majority of the number of directors fixed by these Bylaws, when in the judgment of the Board such removal shall be deemed in the best interest of the Corporation, and *provided* that the notice of the meeting shall state that removal of officers is to be considered. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by an affirmative vote of a majority of the number of directors fixed by these Bylaws.

Section 6. President. The President shall have general supervision of the affairs of the Corporation; shall preside at all meetings of the Board of Directors; shall exercise such other powers and duties as may be granted by the Board; and shall in general exercise all powers and duties usually pertaining to the President of a corporation. All powers and duties of the President shall be subject to the provisions of the Articles of Incorporation and these Bylaws and to review and confirmation by the Board of Directors in such a manner as is from time to time determined by the Board.

Section 7. Vice-President. The Vice-President(s), if any, shall, in the absence of the President, perform the duties of the President of the Corporation, and shall have such other powers and duties as may from time to time be determined by the the Board.

Section 8. Secretary. The Secretary shall keep and maintain all records of the Corporation unless otherwise specified in these Bylaws; shall see that proper notice is given for all meetings of the Board of Directors; shall keep, or cause to be kept, accurate and true records of all proceedings of meetings of the Board; shall ensure that minutes of the previous meeting(s) and all related documents are sent to directors at least three (3) days prior to the next meeting; and in general shall exercise all powers usually pertaining to the Secretary of a corporation. All powers and duties of the Secretary shall be subject to the provisions of the Articles of Incorporation and these Bylaws and to review and confirmation by the Board of Directors in such a manner as is from time to time determined by the Board.

Section 9. Treasurer. The Treasurer shall be the chief financial and accounting officer of the Corporation; shall have active control of, and be responsible for, all accounts and finances of the Corporation; shall supervise all vouchers and requests for payment by the Corporation including records pertaining thereto; shall prepare or cause to be prepared accurate and understandable financial reports of the finances of the Corporation and shall ensure that such reports are sent to directors at least three (3) days before the annual meeting of the Board and more frequently as may from time to time be prescribed by the board; shall prepare or cause to be prepared financial statements and related documents; shall have supervision of the books and accounts of the Corporation; shall ensure that regular and accurate audits are performed according to financial practices and procedures applicable to the Corporation; shall recommend depositories and financial institutions to the Board of Directors; shall have care and custody of all monies, funds and securities of the Corporation and shall ensure that all funds are deposited in such depositories as are selected by the Board; shall be responsible for the collection of all accounts payable to the Corporation; shall keep or cause to be kept full and accurate accounts of all expenditures and disbursements by the Corporation; shall have the power to endorse all checks, drafts, notes or other financial instruments payable to the Corporation; shall give or cause to be given proper receipts for all payments to the Corporation; and in general shall exercise all powers usually pertaining to the treasurer of a corporation. All powers and duties of the Treasurer shall be subject to the provisions of the Articles of Incorporation and these Bylaws and to review and confirmation by the Board of Directors as determined from time to time by the Board.

Section 10. Other Powers and Duties. In addition to the powers and duties enumerated above, the elective and appointive officers, agents, or employees of the Corporation shall perform such other duties, and have such other powers as are provided in the Articles of Incorporation, these Bylaws, and policies and procedures adopted by the Board, or as otherwise determined from time to time by the Board.

ARTICLE IV

Indemnification of Officers and Directors

Section 1. Indemnification. The Corporation shall indemnify an officer, director, employee, or agent of the Corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement reasonably incurred by him or her in connection with any action, suit, or proceeding in which the officer, director, employer, or agent is named or threatened to be named as a defendant or respondent because he or she is or was an officer, director, employee, or agent of the Corporation, subject to the limitations in the Articles of Incorporation and these Bylaws, to the greatest extent permitted by law.

Section 2. Conditions. The Corporation shall only indemnify an officer, director, employee or agent of the Corporation if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation.

Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable or a quorum of disinterested directors so directs, by independent legal counsel.

Section 3. Limits. The Board may adopt, and from time to time amend, reasonable limits on the expenses of any officer or director for whom indemnification is provided.

ARTICLE V

Conflicts of Interest

See attached Appendix A.

ARTICLE VI

Miscellaneous Provisions

Section 1. Dividends Prohibited. No part of the net income of the Corporation shall inure to the benefit of any private shareholder or individual; no dividends shall be paid; and no part of the income of the Corporation shall be distributed to its officers or directors.

Section 2. Loans to Officers and Directors. No loans shall be made by the Corporation to any officer or director for any reason at any time.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be fixed at January 1-December 31, and may be changed from time to time, by resolution of the Board of Directors.

Section 4. Policies and Procedures. The Board shall have the authority to adopt such policies and procedures as the Board may from time to time determine are necessary, or as the activities of the Corporation may require.

Section 5. Whistleblower Policy. See attached Appendix B.

Section 6. Document Destruction Policy. See attached Appendix C.

ARTICLE VII

Dissolution

Section 1. Dissolution. The Corporation may be dissolved by resolution approved by all of the incorporators (the original signers of the Articles of Incorporation). If all of the incorporators cannot or do not approve dissolution, an alternative method of dissolution can take place according to current Texas law. After providing for the payment of all debts, the satisfaction of all liabilities, and the expenses of dissolving the Corporation, any assets remaining upon dissolution of the Corporation shall be disposed of by the remaining directors in accordance with the provisions of the Articles of Incorporation and applicable law.

Section 2. No benefits. No part of the cash or assets of the Corporation shall inure to the benefit of any current or former officer or director, or any current or former employee.

ARTICLE VIII

Amendments to Bylaws

Section 1. These Bylaws may be altered, amended, or repealed, or new Bylaws adopted at any meeting of the Board of Directors by an affirmative agreement of a majority of the number of directors fixed by these Bylaws, *provided* that the notice of the meeting shall state the purpose thereof.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of Texas Foster Youth, Inc. at its meeting held on this 20th day of June, 2007.

President Matthew Vetter

Secretary Christopher Barber

Appendix A:
Texas Foster Youth, Inc. Conflict of Interest Policy

Article I
Purpose

The purpose of the conflict of interest policy is to protect the interest of Texas Foster Youth, Inc., hereinafter the "Corporation" when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation 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.

Article II
Definitions

1. Interested Person

Any director, principal officer, or member of a committee with Board of Directors (the "Board") delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. 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 the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation 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 Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

Article III
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 and be given the opportunity to disclose all material facts to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, s/he shall leave the 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 Board or committee meeting, but after the presentation, s/he 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 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 Board or committee shall determine whether the Corporation 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. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's 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 Conflicts of Interest Policy

a. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts 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 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.

Article IV
Records of Proceedings

The minutes of the 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 in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the 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.

Article V
Compensation

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

Article VI
Annual Statements

Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable 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.

Article VII

Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining,
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

**Appendix B:
Texas Foster Youth, Inc. Whistleblower Policy**

GENERAL POLICY

All employees, directors and officers of Texas Foster Youth, Inc., hereinafter the "Corporation," will be protected from any disadvantage caused by raising legitimate concerns and shall report suspected illegal activities within the Corporation.

PURPOSE

The Corporation encourages its employees, directors and officers to maintain high ethical standards. This whistleblower policy is meant to provide a confidential and effective means for reporting suspected violations of the law. It further serves to protect individuals who report suspected violations from retaliation in any form.

SAFEGUARDS

Confidentiality

An individual may report a suspected violation anonymously or on a confidential basis, keeping in mind that in the course of the investigation it may become necessary that the source of the complaint be identified.

Retaliation

No individual who reports a suspected violation in good faith, whether or not the allegation turns out to be correct, shall be subject to any form of retaliation, including harassment, demotion, or firing, by the Corporation or its employees. Anyone who retaliates against a complainant shall be subject to disciplinary action.

The Corporation will not retaliate against directors, members or employees who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the Corporation that the employee 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 or public policy concerning the health, safety, welfare, or protection of the environment.

Malicious Allegations

An individual is not required to prove the truth of an allegation, but is required to act in good faith. Any individual who does not act in good faith in reporting a suspected violation may be subject to disciplinary action.

PROCEDURE

Open Door Policy

If a director, member or employee reasonably believes that some policy, practice or activity of the Corporation is in violation of the law, or a clear mandate or public policy, the employee should share their questions, concerns, suggestions, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the individual should make a formal complaint as outlined below.

Reporting Violations

If an individual reasonably believes that some practice of the Corporation, a member of the board of directors or a board committee, an employee of the Corporation, or another individual or entity with whom the Corporation has a business relationship is in violation of the law, the employee must file a written complaint with the Board President.

Handling Reported Violations

The Board President will contact the complainant within 10 business days and acknowledge the reported violation was received. The complainant will be notified about what actions will be taken. If no further action or investigation is to follow, an explanation for the decision will be given to the complainant.

Any complainant who reasonably believes they have been retaliated against in violation of this whistle blower policy shall follow the same procedures as they did when they filed the original complaint.

My signature below indicates my receipt and understanding of this policy. I also verify that I have been provided with the opportunity to ask questions about the policy.

Member Signature _____

Date _____

**Appendix C:
Texas Foster Youth, Inc.
Record Retention and Document Destruction Policy**

SCOPE

All employees, directors and officers of Texas Foster Youth, Inc. must comply with the document retention requirements within this record retention policy.

PURPOSE

The corporate records of Texas Foster Youth, Inc., hereinafter the "Corporation," are important assets. Corporate records include essentially all records produced by employees, whether paper or electronic. A record may be as obvious as a memorandum, an email, a contract, or a case study, or something not as obvious, such as a computerized desk calendar, an appointment book, or an expense record.

The law requires the Corporation to maintain certain types of corporate records, usually for a specified period of time. Failure to retain those records for those minimum periods could subject the employee or the Corporation to penalties and fines, cause the loss of rights, obstruct justice, spoil potential evidence in a lawsuit, place the Corporation in contempt of court, or seriously disadvantage the Corporation or its clients in litigation. It is a crime to alter, falsify or destroy a document in order to prevent its use in an official proceeding.

The Corporation supports the maintenance of appropriate records about its operations. This policy is meant to establish the requirements for document destruction and end the accidental or innocent destruction of necessary documents.

POLICY

Specific documents, identified below, are subject to a retention schedule and should not be destroyed until the expiration of the schedule.

An important exception to note is that if you believe, or the Corporation 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 the Corporation determines the records are no longer needed. This exception supersedes any previously or subsequently established destruction schedule for those records. If there is a question about whether a document should be retained or destroyed, it should be referred to the Board President.

(a) Financial Records

Financial records, including bank statements, invoices and payroll records, expense reports, proof of deductions, and other documents should be maintained for at least 7 years from the date of filing the applicable tax return. Year-end financial statements, audit reports and 990 forms should be maintained permanently and should be available for public inspection upon request.

(b) Personnel Records

State and federal statutes require the Corporation to keep certain recruitment, employment, and personnel information, including employment applications and job descriptions. 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 all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel in the employee's personnel file. Personnel records should be maintained permanently for current employees and for 4 years after an employee's termination.

(c) Corporate Records

Incorporation documents, including certificate of formation, bylaws, and related documents should be kept permanently in the corporate records. Meeting minutes and related documents should also be retained in perpetuity in the corporate record book. Tax-exemption documents, including application for tax exemption (IRS Form 1023), IRS determination letter, and any related documents should be kept permanently in the corporate record book and should be available for public inspection upon request.

(d) 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.

(e) 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 10 years.

(f) Legal Agreements & Contracts

Final, executed copies of legal agreements and contracts, such as mortgages and leases, should be maintained for 3 years *after* their expiration. Publicly filed contracts should be maintained longer.

(g) Electronic Mail

E-mail that needs to be saved should be either:

- (i) printed in hard copy and kept in the appropriate file; or
- (ii) downloaded to a computer file and kept electronically or on disk as a separate file.

The retention period depends on the subject matter of the email, as covered elsewhere in this policy.

Questions about this policy should be referred to the Board Secretary, who is in charge of administering, enforcing, and updating this policy.

Director Signature

Date