

**NONPROFIT BYLAWS
OF
HIGHLANDS COMMUNITY SUPPORT COALITION**

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-profit Corporation Act - Act 162 of 1982 and the Articles of Incorporation of Highlands Community Support Coalition. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provision of the Non-Profit Corporation Act – Act 162 of 1982, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation, it shall then be these Bylaws which shall be controlling.

**ARTICLE I
NAME**

1.01 Name

The legal name of the Non-Profit Organization shall be Highlands Community Support Coalition and shall herein be referred to as the “Corporation”.

The business of the corporation may be conducted as Highlands Community Support Coalition aka “HCSC”.

**ARTICLE II
PURPOSES AND LEGAL POWERS**

2.01 Purpose

The general purposes for which this Corporation has been established are as follows:

Highlands Community Support Coalition is a Non-profit Charitable Corporation and shall be operated exclusively in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding section of any future Federal tax code.

The purpose of the corporation is to improve quality of life for others at a

local, community, and county level.

Highlands Community Support Coalition is not dedicated to private or financial gain but to the advancement of public interest. Highlands Community Support Coalition will operate exclusively for exempt purposes set forth in section 501 (c)(3), and none of its earnings may inure to any private shareholder, chair, officer, member or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

In addition, Highlands Community Support Coalition is not a political action organization, i.e., we do not attempt to influence legislation as a substantial part of our activities, and we do not participate in any campaign activity for or against political candidates.

Highlands Community Support Coalition has been formed for the purpose of performing all things incidental to, or appropriate in, the forgoing specific and primary purpose. However, the Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

2.02 Powers

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

The Legal 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.

2.03 Nonprofit Status and Exempt Activities Limitation.

Non-Profit Legal Status

Highlands Community Support Coalition is a Washington State non-profit organization, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

Exempt Activities Limitation

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 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.

Distribution Upon Dissolution

Upon termination or dissolution of Highlands Community Support Coalition, any assets and resources lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Highlands Community Support Coalition 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 Highlands Community Support Coalition, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets and resources to be distributed, giving preference if practicable to organizations located within the State of 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 Highlands Community Support Coalition, 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 **BOARD OF DIRECTORS**

3.01 Number of Directors

Highlands Community Support Coalition shall have a Board of Directors consisting of at least 5 and no more than 7 directors. Within these limits the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

3.02 Powers

All organization legal powers shall be exercised by or under the authority of the Board of Highlands Community Support Coalition shall be managed under the direction of the board, except as otherwise provided by law. Powers of all Board Directors may include:

1. **Governance and Policy Development:** Board members participate in establishing and upholding the organization's mission, vision, and values. They develop and review policies, ensuring compliance with legal and ethical standards.
2. **Strategic Planning:** Board members contribute to the organization's strategic planning process, setting goals, and objectives. They assess risks and opportunities, monitor progress, and make decisions in alignment with the organization's long-term direction.
3. **Financial Oversight:** Board members monitor the organization's financial health, ensuring proper financial management, budgeting, and financial reporting. They review and approve annual budgets, financial statements, and major transactions.
4. **Fundraising and Resource Development:** Board members actively participate in fundraising efforts, contributing their time, connections, and financial support. They help identify potential donors, sponsor events, and assist in cultivating relationships with key stakeholders.
5. **Board Development and Recruitment:** Board members play a role in recruiting, orienting, and evaluating board members. They ensure a diverse and qualified board composition, promoting good governance practices and maintaining a strong board culture.
6. **Program Evaluation:** Board members assess the effectiveness and impact of the organization's programs and services. They monitor outcomes, evaluate program performance, and provide guidance on improving program delivery.
7. **Risk Management and Compliance:** Board members oversee risk management practices, ensuring the organization complies with applicable laws, regulations, and ethical standards. They address legal and ethical issues promptly and take necessary actions to mitigate risks.
8. **Public Relations and Advocacy:** Board members serve as ambassadors for the organization, advocating for its mission, raising awareness, and building partnerships. They represent the organization at public events, engage with stakeholders, and promote its work in the community.

9. **Board Meetings and Decision-Making:** Board members attend and actively participate in board meetings, prepared to make informed decisions. They contribute to discussions, ask critical questions, and vote on significant matters in the best interest of the organization.
10. **Fiduciary Responsibility:** Board members have a legal and ethical obligation to act in the organization's best interest, avoiding conflicts of interest and ensuring the proper use of resources. They act with honesty, integrity, and in accordance with their fiduciary duties.

3.03 Terms

All directors shall be elected to serve a 3 year term, however, the term may be extended until a successor has been elected.

The term of any board director shall be considered to begin January 1 and end December 31 unless the term is extended until such time as a successor has been elected.

Directors may serve terms in succession. The directors shall be elected at the annual meeting.

3.04 Qualifications and Election of Board Directors

In order to be eligible to serve as a Board Director, the individual must be 18 years of age.

Board Directors may be elected at any board meeting by the majority vote of a quorum. The election of directors to replace those who have fulfilled their term of office shall take place at the annual meeting.

3.05 Vacancies

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

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

3.06 Removal of Directors

A director may be removed with or without cause by a quorum vote of directors then in office, if:

Before a meeting is called for that purpose, the members at which a vote on removal will be made, the director in question is given electronic or written notification of the board's intention to discuss his/her case and is given the opportunity to be heard at that meeting.

3.07 Board of Directors Meetings

Regular Meetings - The Board of Directors shall meet once a month at an agreed-upon location and time. HCSC meets the 3rd Wednesday of each month.

Special Meetings - Special meetings may be called upon by the Chair, Vice-chair, Secretary, Treasurer, or any two other directors. A special meeting may be called at any time if a quorum responds to the notice and is able to attend the meeting. Each board member will be notified of the date, time, and place, but not necessarily the purpose, of the meeting. Meetings may be held in person, via phone, or email if it is only for a vote.

Waiver of Notice - Any director may waive notice of any meeting, in accordance with Washington State law.

3.08 Manner of Acting

Quorum - A majority (4 of 5) of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the board at any meeting at which a quorum is not present.

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

Hung Decisions - On the occasion that directors are unable to decide based on a tied number of votes, the vote will be deemed to not have met the majority approval and therefore the vote fails.

Participation - Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting using 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.

3.09 Compensation for Board Members for Services

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

3.10 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 organization and must be reviewed and approved in accordance with the Conflict-of-Interest policy and state law.

ARTICLE IV **COMMITTEES**

4.01 Committees

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

- Take any final action on matters which also requires board members' approval of a majority of all members.
- Fill vacancies on the board of directors or in any committee which has the authority of the board.
- Amend or repeal bylaws or adopt new bylaws.
- Amend or repeal any resolution which by its express terms is not amendable or repeal able.
- Appoint any other committees or the members of these committees.
- Expend the organizations funds to support a nominee for director; or approve any transaction.
- To which the organization is a party, and one or more directors have a material financial interest; or
- Between the organization and one or more of its directors or between the organization or any person in which one or more of its directors have a material financial interest.

4.02 Meetings and Action of Committees

Meetings and Action of the Committees shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of the committees may be determined either by resolution of the board or by resolution of the committee. Special meetings of the committee may also be called by a resolution. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Highlands Community Support Coalition records with the Secretary. The governing body may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

4.03 Informal Action by The Board of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum majority. 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, if a quorum gives consent.

ARTICLE V **OFFICERS**

5.01 Board Officers

The officers of the corporation shall be Board Chair/Executive Director, Board Vice-Chair (optional), Board Secretary, and Board Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. 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.

The board may also appoint additional Board Vice-Chairs and such other officers as it deems expedient for the proper conduct of the business of the organization, each of whom shall have such authority and shall perform such duties as the board of directors may determine.

One person may hold two or more offices, but no officer may act in more than one capacity where action of two or more officers is required.

5.02 Term of office

Each officer shall serve a one (1) year term of office or until a successor has been elected and qualified and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of his/her three (3) year terms or to fill a vacancy in an officer position.

Each officer's term of office shall begin immediately upon the adjournment of the Boards annual meeting.

5.03 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 organization under any contract to which the officer is a party.

Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

5.04 Board Chair

The Board Chair shall also be the Executive Director of the organization. The list of duties follows:

1. Leadership and strategic planning: Provide strategic direction and leadership to the organization. Collaborate with the board of directors and other key stakeholders to establish and implement the organization's vision, mission, and long-term goals.
2. Board governance and management: Ensure that the board operates effectively and in accordance with the organization's bylaws and relevant legal requirements. Lead board meetings, set agendas, facilitate discussions, and ensure that decisions are made in the best interest of the organization.
3. Relationship building and stakeholder management: Foster positive relationships with key stakeholders, such as donors, volunteers, staff members, partner organizations, and community leaders. Represent the organization externally and advocate for its mission and goals.

4. **Financial oversight:** Work closely with the treasurer and finance committee to monitor the organization's financial health, including budgeting, financial planning, and reviewing financial statements. Ensure that the organization operates within its financial means and in compliance with applicable laws and regulations.
5. **Fundraising and resource development:** Play an active role in fundraising efforts by engaging with potential donors, cultivating relationships, and seeking financial support for the organization's programs and initiatives. Provide guidance and support to the development team in implementing fundraising strategies.
6. **Board development and recruitment:** Collaborate with the board to identify and recruit new board members who possess the skills, expertise, and diversity needed to support the organization's mission. Provide ongoing support and opportunities for board member development and engagement.
7. **Risk management and compliance:** Ensure that the organization operates in compliance with all relevant laws, regulations, and ethical standards. Identify and manage risks that may impact the organization's operations, reputation, or financial stability.
8. **Public relations and communication:** Act as a spokesperson for the organization, representing its interests in media interviews, public speaking engagements, and public events. Oversee the development and implementation of effective communication strategies to enhance the organization's visibility and engage stakeholders.
9. **Succession planning:** Work with the board to identify potential successors for key leadership positions, including the chairperson role. Facilitate a smooth transition of leadership by providing guidance and support to the incoming chairperson.

5.05 Board Vice-Chair (Optional, also may be multiple as needed)

In the absence or disability of the Board Chair, the Board Vice-Chair shall perform the duties of the Chair. Duties may include:

1. **Support the chairperson:** Assist the chairperson in fulfilling their duties and provide support as needed. This may include attending meetings together, helping with decision-making processes, and acting as a sounding board for ideas.
2. **Leadership and representation:** Represent the organization in a professional manner in various settings, such as meetings, events, and public engagements. Help to cultivate the organization's image and promote its mission and values to stakeholders and the wider community.

3. **Board governance:** Collaborate with the chairperson and other board members to establish and maintain effective governance practices. This involves participating in board meetings, contributing to discussions, and making informed decisions for the organization's well-being.
4. **Strategic planning:** Grant implementation. Search out, review, and write a synopsis of any possible grant opportunities and presenting to the board. Contribute to the development and implementation of the organization's strategic plans. Work with the board and other leaders to set goals, define strategies, and monitor progress toward achieving the organization's mission.
5. **Fundraising and resource development:** Play an active role in fundraising efforts by identifying potential donors, cultivating relationships, and soliciting financial support. Help develop fundraising strategies and participate in donor stewardship activities.

5.06 Board Secretary

The Board Secretary shall ensure Highlands Community Support Coalition remains in compliance with all state and federal laws and mandates and shall serve as the official Records Keeper and Compliance Officer to aid the board of directors in fulfilling their fiduciary duties. Duties may include:

1. Meeting Preparation:

- Schedule board meetings and send out meeting notices to board members.
- Collaborate with the board chair to develop the meeting agenda.
- Gather and distribute necessary meeting materials, such as agenda, previous minutes, reports, and supporting documents.

2. Meeting Facilitation:

- Attend board meetings and accurately record minutes of the proceedings.
- Record attendance and note any absences or proxies.
- Ensure adherence to the organization's bylaws and meeting rules.
- Provide guidance on parliamentary procedures if required.

3. Record-Keeping and Documentation:

- Maintain an up-to-date and accurate record of board meeting minutes, resolutions, and other official documents. Provide monthly minutes NLT 10 days before the next monthly General Meeting. Email is authorized.
- Organize and store important organizational documents, such as bylaws, articles of incorporation, and policies.

- Maintain a list of current board members, their contact information, and terms of office.
 - Maintain a list of board committee members and their roles.
4. Compliance and Reporting:
- Ensure compliance with applicable laws, regulations, and reporting requirements.
 - File necessary paperwork and reports with government agencies, such as annual reports and tax filings.
 - Assist in the preparation and submission of grant applications and reports, if applicable.
 - Maintain records of the organization's licenses, permits, and registrations.
5. Communication and Correspondence:
- Handle official correspondence on behalf of the board, including sending out meeting notices, agendas, and other relevant communications.
 - Maintain a file of all official correspondence received and sent by the board.
 - Respond to inquiries from board members, staff, and external stakeholders regarding board-related matters.
6. Board Development and Orientation:
- Assist in the orientation and onboarding of new board members.
 - Provide board members with relevant organizational documents, policies, and bylaws.
 - Coordinate board member nominations and elections as per the organization's bylaws.
7. Annual General Meeting (AGM) Preparation:
- Collaborate with the board chair and executive director to prepare for the annual general meeting.
 - Prepare and distribute AGM notices, agendas, and related documents.
 - Record and maintain minutes of the AGM proceedings.
8. Confidentiality and Integrity:
- Maintain the confidentiality of sensitive board discussions and documents.
 - Ensure the integrity and security of board records and documents.

The Board Secretary shall have the authority to certify any records, or copies of records, held as the official records of Highlands Community Support Coalition.

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

5.07 Board Treasurer

The Board Treasurer shall be responsible for conducting and maintaining Highlands Community Support Coalition's financial administration as directed and authorized by the board of Directors and Executive Committee. Their primary responsibility is to ensure the financial health and integrity of the nonprofit. Duties may include:

1. Timekeeper for contracts/grants that require remuneration of contractor time and expenses. Establishes time sheet submittal processes. Final approval authority for time submittals.
2. Financial management: Oversee the financial operations of the organization, including budgeting, accounting, and financial planning. Ensure that financial resources are used effectively and in accordance with applicable laws, regulations, and accounting principles.
3. Budget development and monitoring: Collaborate with the board of directors and executive director (if applicable) to develop an annual budget for the organization. Monitor actual financial performance against the budget and provide regular reports to the board on the organization's financial status.
4. Financial reporting: Prepare accurate and timely financial reports, including income statements, balance sheets, and cash flow statements. Present financial reports to the board and other stakeholders, explaining the financial performance and highlighting any significant variances or concerns.
5. Cash management: Monitor the organization's cash flow and ensure that sufficient funds are available to meet the organization's operational needs and financial obligations. Maintain appropriate banking relationships and oversee the management of bank accounts.
6. Internal controls and compliance: Establish and maintain internal controls to safeguard the organization's assets and prevent fraud or misuse of funds. Ensure compliance with financial policies, procedures, and applicable laws and regulations. Coordinate financial audits or reviews, if required.
7. Financial planning and forecasting: Assist in long-term financial planning and forecasting. Provide financial analysis and recommendations to support strategic decision-making by the board and executive leadership.
8. Fundraising and donor management: Work closely with the board, executive director, and development team to support fundraising efforts. Provide financial expertise in developing fundraising strategies, grant applications, and donor stewardship activities.
9. Investment management: If the organization has investments, the treasurer may be responsible for overseeing investment strategies and working with investment advisors to ensure the prudent management of the organization's assets.
10. Board collaboration: Collaborate with the board of directors, finance committee, and other relevant committees to provide financial expertise and

guidance. Attend board meetings and report on financial matters, answering questions and providing financial insights as needed.

11. Compliance and reporting: Ensure compliance with all financial reporting requirements, including tax filings, annual reports, and other regulatory obligations. Stay informed about changes in accounting standards and financial regulations that may impact the organization.

The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

ARTICLE VI CONTRACTS, CHECKS, LOANS

6.01 Contracts and other Writings

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

6.02 Checks, Drafts

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

6.03 Deposits

All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the governing body or a designated committee may select. Until the Board makes a different choice, HCSC has engaged with North Cascades Bank, branch location Omak. The Chair, Secretary and Treasurer have signature authority and online access.

6.04 Loans

No loans shall be contracted on behalf of the organization 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.

ARTICLE VII MICELLANEOUS

7.01 Books and Records

Highlands Community Support Coalition shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by Committees of the organization. In addition, Highlands Community Support Coalition Secretary shall keep a copy of Articles of Incorporation and Bylaws with latest additions and updates.

7.02 Fiscal Year

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

7.03 Conflict of Interest

The board shall adopt and periodically review a conflict-of-interest policy 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.

7.04 Execution of Instruments

All instruments that are executed on behalf of the organization which are acknowledged, and which affect an interest in real estate shall be executed by the Board Chair or any Board Vice-Chair and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the Board Chair or any Board Vice-Chair with voted approval by a quorum majority from the board of directors. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) that are specifically designated by resolution through a quorum majority of the board of directors.

7.05 Nondiscrimination Policy

The officers, directors, and committee members shall be selected entirely on a nondiscriminatory basis with respect to age (except to be at least 18 years of age), sex, race, religion, national origin, and sexual orientation.

It is the policy of Highlands Community Support Coalition 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.

7.06 Corporate Seal

Highlands Community Support Coalition shall not have a corporate seal.

ARTICLE VIII **COUNTER-TERRORISM AND DUE DILIGENCE POLICY**

In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, Highlands Community Support Coalition 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 U.S. Based Charities" is not mandatory, Highlands Community Support Coalition 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.

Highlands Community Support Coalition shall also comply and put into practice the federal guidelines, suggestion, laws and limitations 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.

Identification of Terrorist Organizations and Individuals may be found on FBI.GOV

ARTICLE IX **DOCUMENT RETENTION POLICY**

9.01 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 Highlands Community Support Coalition records.

9.02 Section 1 - General Guidelines

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from files. The cost to maintain records is an expense which can grow unreasonably if good housekeeping is not performed.

A mass number of records also makes it more difficult to find pertinent records. From time to time, Highlands Community Support Coalition may establish retention or destruction policies or schedules for specific categories of records to ensure legal compliance, and 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.

9.03 Section 2 - Exception for Litigation Relevant Documents

Highlands Community Support Coalition expects all officers and directors to comply fully with any published records retention or destruction policies and schedules, provided that all officers and directors should note the following general exception to any stated destruction schedule: If you believe, or if Highlands Community Support Coalition informs you, that certain 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.

9.04 Section 3 - Minimum Retention Periods for Specific Categories

Highlands Community Support Coalition Documents

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

Tax Records

Tax records include, but may not be limited to, documents concerning expenses, proof of contributions, accounting procedures, and other documents concerning Highlands Community Support Coalition revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.

Board and Committee Materials

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

Press Releases/Public Filings

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

Legal Files

Legal Documents should be retained for ten (10) years.

Contracts

Final, execution copies of all contracts or agreements entered into by Highlands Community Support Coalition should be retained for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

Correspondence

Unless correspondence falls under another category listed elsewhere in these By-laws, correspondence should generally be saved for two (2) years.

Banking and Accounting

Accounts payable ledgers and schedules should be kept for seven (7) years. Bank reconciliations, bank statement, 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 (7) years.

Insurance

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

Audit Records

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

9.05 Section 4 - Electronic Mail

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

- Printed in hard copy and kept in the appropriate file; or
- Downloaded to a computer file and kept electronically or on disk as a separate file.
- Downloaded and stored on the website “secured” with access only for officers and directors.
- The retention period depends upon the subject matter of the email, as covered elsewhere in these By-laws.

ARTICLE X **TRANSPARENCY AND ACCOUNTABILITY**

10.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Highlands Community Support

Coalition practices and encourages transparency and accountability to the general public.

This policy will:

Indicate which documents and materials produced by the corporation

Are presumptively open to staff and/or the public

Indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public

Specify the procedures whereby the open/closed status of documents and materials can be altered.

10.02 Financial and IRS documents (The form 1023 and the form 990)

Highlands Community Support Coalition shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, Bylaws, Conflict of Interest Policy, and financial statements to the general public for inspection free of charge.

10.03 Means and Conditions of Disclosure

Highlands Community Support Coalition shall make “Widely Available” the aforementioned documents on its website: <https://hc-support.org> to be viewed and inspected by the general public.

- The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- Highlands Community Support Coalition 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).
- Highlands Community Support Coalition shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

10.04 IRS Annual Information Returns (Form 990)

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

10.05 Board

All deliberations shall be open to the public except where a motion is passed to make any specific portion confidential.

All board minutes shall be open to the public once accepted by the board, except where a motion is passed to make any specific portion confidential.

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

10.06 Staff Records

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

No staff records shall be made available to any person outside the organization except the authorized governmental agencies.

Within the organization, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that staff records shall be made available to the board when requested.

Any personal staff records will be printed and held within one of two locked 2 drawer filing cabinets. One will be held by the Chair, the other by the Treasurer.

10.07 Donor Records

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

No donor records shall be made available to any other person outside the organization except the authorized governmental agencies.

Within the organization, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that donor records shall be made available to the board when requested.

ARTICLE XI **CODE OF ETHICS AND WHISTLE-BLOWER POLICY**

11.01 Purpose

Highlands Community Support Coalition requires and encourages its officers and directors to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The representatives of Highlands Community Support Coalition must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

11.02 Reporting Violations

If any officer, staff or employee reasonably believes that some policy, practice, or activity of Highlands Community Support Coalition is in violation of law, a written complaint must be filed by that person with the Chair or Vice Chair.

11.03 Acting in Good Faith

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

11.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Highlands Community Support Coalition and provides the Highlands Community Support Coalition with a reasonable opportunity to investigate and correct the alleged unlawful activity.

The protection described above is only available to individuals that comply with this requirement. Highlands Community Support Coalition shall not retaliate against any officer, staff or employee who in good faith, has made a

protest or raised a complaint against some practice of Highlands Community Support Coalition or of another individual or entity with whom Highlands Community Support Coalition 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 concerning the health, safety, welfare of individuals or community, or protection of the environment.

11.05 Confidentiality

It is the policy of Highlands Community Support Coalition that board members, officers, committee members and volunteers will not disclose confidential information belonging to or obtained through their affiliation with Highlands Community Support Coalition to any person, including their relatives, friends, and business and professional associates, unless Highlands Community Support Coalition has authorized disclosure.

This policy is not intended to prevent disclosure where disclosure is required by law. However, board members, officers, committee members and contractors, and volunteers and are cautioned to demonstrate professionalism, good judgment, and care to avoid unauthorized or inadvertent disclosures of confidential information and should, for example, refrain from leaving confidential information contained in documents or on computer screens in plain view.

Confidentiality is the preservation of privileged information. By necessity personal and private information is disclosed in a professional working relationship. Part of what you learn is necessary to provide services to the applicant or client; other information is shared within the development of a helping, trusting relationship. Therefore, most information gained about individual clients through an assignment is confidential in terms of the law, and disclosure could make you legally liable. Disclosure could also damage your relationship with the client and make it difficult to help the person.

Upon separation and/or at the end of a board member or officer's term, he or she shall return all documents, papers, and other materials, that may contain confidential information. Failure to adhere to this policy will result in discipline, up to and including separation or service with Highlands Community Support Coalition. This is a basic component of client care and business ethics.

All Board members, officers, committee members, contractors, and volunteers will be required to sign an Acknowledgement of Confidentiality.

Failure to maintain confidentiality may result in termination of your position, or other corrective action. This policy is intended to protect you as

well as Highlands Community Support Coalition because in extreme cases, violations of this policy also may result in personal liability.

ARTICLE X11
AMENDMENTS OF BYLAWS & ARTICLES OF INCORPORATION

12.01 Amendments to the Articles of Incorporation

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) majority of a quorum. This does not include minor adjustments that are a standard function of the Secretary, i.e., name change due to change in marital status or legal requirement.

12.02 Amendments to the Bylaws

These Bylaws may be amended, altered, repealed, or restated by a two-thirds (2/3) majority vote of a quorum at any regular or special meeting, provided, however,

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

ARTICLE XIII
CERTIFICATE OF ADOPTION OF BYLAWS

Marcus Alden, Board Chair; Anne Alden, Board Secretary; Laura Robinson, Board Treasurer, Daniel Robinson, Board Director (position #4), and Kevin Myrick, Board Director (position #5) of Highlands Community Support Coalition, certify under penalty of perjury that the foregoing is a true and correct copy of the Bylaws of

Highlands Community Support Coalition, and were approved by the Board of Directors on November 11, 2022, amended January 18, 2023, amended on March 15, 2023, and amended on August 16, 2023. This constitutes a complete copy of the Bylaws of Highlands Community Support Coalition.

MARCUS ALDEN

DATE

Board Chair

ANNE ALDEN

DATE

Board Secretary

LAURA ROBINSON

DATE

Board Treasurer

DANIEL ROBINSON

DATE

Board Director (position #4)

KEVIN MYRICK

DATE

Board Director (position #5)