

**NON-PROFIT BYLAWS (AMENDED)
OF
HIGHLANDS COMMUNITY SUPPORT COALITION**

PREAMBLE

The following Bylaws are governed by the Non-profit Corporation Act - Act 162 of 1982 and the Articles of Incorporation of Highlands Community Support Coalition. If any Bylaw conflicts with the mandatory rules of the Non-Profit Corporation Act – Act 162 of 1982, the Act will take precedence. However, if a conflict arises between these Bylaws and the Articles of Incorporation, the Bylaws will govern.

ARTICLE I Name

1.01 Name

The legal name of the Non-Profit Organization is the Highlands Community Support Coalition referred to herein as “HCSC”.

The business of HCSC may be conducted as “Highlands Community Support Coalition” doing business as “HCSC.”

ARTICLE II Purposes and Legal Powers

2.01 Purpose

HCSC has been established for the following purpose: to improve quality of life for others at a local, community, and county level.

HCSC is a Non-profit Charitable Corporation and shall be operated exclusively in accord 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.

HCSC is dedicated to the advancement of public interest. No earnings shall benefit any Officer, member, or individual, except that HCSC may pay reasonable compensation for services and make payments consistent with the Articles of Incorporation and these Bylaws.

HCSC is not involved in political action; thus, influencing legislation is not a significant part of its activities. Additionally, HCSC does not engage in campaign activities for or against political candidates.

HCSC may engage in activities incident to its purpose. However, it should not significantly involve itself in actions or powers that do not support its primary non-profit goals.

2.02 Powers

HCSC may independently or collaboratively perform all lawful actions necessary or useful to achieve its charitable goals and support entities or individuals furthering those goals.

The legal powers of HCSC may include, but are not limited to, the acceptance of public or private sector contributions, whether monetary or in-kind.

2.03 Nonprofit Status and Exempt Activities Limitation

Non-Profit Legal Status

HCSC 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 the provisions of these Bylaws, no Director, Officer, employee, member or representative of HCSC shall take any action or carry on any activity by or on behalf of HCSC not permitted to be taken or carried on by an organization exempt under Code Section 501(c)(3), or by any organization contributions to which are deductible under Code Section 170(c)(2) and implementing regulations, as amended.

Distribution On Dissolution

On termination or dissolution of HCSC, any assets and resources lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Code Section 501(c)(3) (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose similar to the HCSC.

The organization to receive the assets of HCSC hereunder shall be selected by a majority of the managing body of HCSC, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a petition in equity filed in a Court of proper jurisdiction against HCSC, by one (1) or more of its managing body which petition shall contain such statements as reasonably indicate the applicability of this section. The Court on 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 Washington State.

If the Court determines this section applies but no qualifying charitable organization similar in purpose to HCSC exists, it shall order the distribution of assets to the Treasurer of the State of Washington for the State's general fund.

ARTICLE III

3.01 Number of Directors

HCSC shall have a Board ("Board") consisting of at least five (5) and no more than seven (7) Directors. The Board, within these parameters, has the authority to adjust the number of Directors, which may include staggering their terms.

3.02 Powers

All legal authority of HCSC shall be exercised by or under the Board, which shall oversee HCSC's management unless specified otherwise by law. The powers of Board Directors may encompass:

1. **Governance and Policy Development:** Board members participate in establishing and upholding HCSC's mission, vision, and values. They develop and review policies, ensuring compliance with legal and ethical standards.
2. **Strategic Planning:** Board members contribute to HCSC's strategic planning process, setting goals, and objectives. They assess risks and opportunities, monitor progress, and make decisions in alignment with HCSC's long-term direction.
3. **Financial Oversight:** Board members monitor HCSC's financial health, ensuring proper fiscal management, budgeting, and financial reporting. They review and approve annual budgets, financial statements, and major transactions.
4. **Fundraising and Resource Development:** Board members participate in fundraising efforts, contributing their time, connections, and financial support. They identify potential donors, sponsor events, and assist in cultivating stakeholder relationships.
5. **Board Development and Recruitment:** Board members recruit, orient, and evaluate Board members. They ensure a diverse and qualified Board composition, promote good governance practices, and maintain a strong Board culture.
6. **Program Evaluation:** Board members assess the effectiveness and impact of HCSC'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 HCSC 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 are ambassadors for HCSC, advocating for its mission, raising awareness, and building partnerships. They represent

HCSC at public events, engage with stakeholders, and promote its work in the community.

9. **Board Meetings and Decision-Making:** Board members attend and 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 HCSC.
10. **Fiduciary Responsibility:** Board members are legally and ethically obligated to act in HCSC's best interest, avoiding conflicts of interest and ensuring the proper use of resources. They act with honesty, integrity, and fulfill their fiduciary duties.

3.03 Terms

All Directors shall be elected to serve for a three-year term; however, the term may be extended until a successor has been elected.

The term of any 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 and shall be elected at the annual meeting.

3.04 Qualifications and Election of Board Directors

To be eligible to serve as a Board Director, the individual must be at least 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 may fill vacancies at 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 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 the Board if prior to such vote, a meeting is called for that purpose. The subject Director shall be provided with electronic or written notification of the Board's intention to discuss their case and the opportunity to be heard at that meeting.

3.07 Board Meetings

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

Special Meetings – Special meetings may be called by the Chair, Vice-Chair, Secretary, Treasurer, or two 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 e-mail 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. The Board should not consider any business where no quorum is 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 achieved majority approval.

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 conference call.

3.09 Compensation for Board Members for Services

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

3.10 Compensation for Professional Services by Directors

Directors may be remunerated for professional services provided to HCSC. Such remuneration shall be reasonable and fair to HCSC and must be reviewed and approved in accordance with the Conflict-of-Interest policy and Washington State law.

ARTICLE IV Committees

4.01 Committees

The Board may designate one or more committees, each consisting of two or more Directors and others, 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 decisive action on matters which also require Board approval.
- Fill in vacancies on the Board or on any committee which has the authority of the Board.
- Amend or repeal bylaws or adopt new bylaws.
- Amend or repeal any resolution that is expressly not amendable or repeal able.
- Appoint any other committees or the members of these committees.
- Expend HCSC's funds to support a nominee for Director; or approve any transaction:
 - To which HCSC is a party, and one or more Directors have a material financial interest; or
 - Between HCSC and one or more of its Directors or between HCSC or any person in which one or more of its Directors have a material financial interest.

4.02 Meetings and Action of Committees

Committee meetings and actions shall follow the rules in Article III for Directors' meetings, with necessary adjustments to replace the Board meeting with the committee and its members. The time for regular committee meetings can be set by either the Board or the committee through a resolution. Special meetings of the committee may also be called by a resolution. Notice of special meetings of committees shall also be given to all alternate members, who can attend all meetings of the committee. Minutes shall be kept of each committee meeting and be filed with the HCSC records by the Secretary. The Board may adopt rules for committee governance consistent with these Bylaws.

4.03 Informal Action by The Board

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 majority. For purposes of this section, an e-mail sent from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board to use e-mail to approve actions, if a quorum gives consent.

ARTICLE V Officers

5.01 Board Officers

The Officers of HCSC shall be Board Chair/Executive Director, Board Vice-Chair (optional), Board Secretary, and Board Treasurer (collectively, "Officers"), all of whom shall be chosen by, and serve at the pleasure of, the Board. Each Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers.

The Board may also appoint additional Board Vice-Chairs and such other Officers as expedient for the conduct of the HCSC business, each of whom shall have such authority and shall perform such duties as the Board 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 at the adjournment of the Board's annual meeting.

5.03 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 HCSC without prejudice to the rights, if any, of HCSC under any contract to which the Officer is a party.

A 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 HCSC. The list of duties follows:

1. **Leadership and Strategic Planning:** Provide strategic direction and leadership to HCSC, collaborate with the Board and other key stakeholders to establish and implement HCSC's vision, mission, and long-term goals.
2. **Board Governance and Management:** Ensure that the Board operates effectively and in accordance with HCSC's Bylaws and relevant legal requirements. Lead Board meetings, set agendas, facilitate discussions, and ensure that decisions are made in the best interest of HCSC.
3. **Relationship Building and Stakeholder Management:** Foster positive relationships with stakeholders, such as donors, volunteers, staff members, partner organizations, and community leaders. Represent HCSC externally and advocate for its mission and goals.
4. **Financial Oversight:** Work closely with the Treasurer and finance committee to monitor HCSC's financial health, including budgeting, financial planning, and reviewing financial statements. Ensure that HCSC 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 HCSC'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 HCSC's mission. Provide ongoing support and opportunities for Board member development and engagement.
7. **Risk Management and Compliance:** Ensure that HCSC operates in compliance with all relevant laws, regulations, and ethical standards. Identify and manage risks that may impact HCSC's operations, reputation, or financial stability.
8. **Public Relations and Communication:** Function as a spokesperson for HCSC, representing its interests in media interviews and public speaking engagements, and public events. Oversee the development and implementation of effective communication strategies to enhance HCSC'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 Chair.

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 of the Chair:** Assist the Chair to fulfill 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 HCSC in a professional manner in various settings, such as meetings, events, and public engagements. Help to cultivate HCSC's image and promote its mission and values to stakeholders and the wider community.
3. **Board Governance:** Collaborate with the Chair 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 HCSC's well-being.
4. **Strategic Planning:** Grant implementation. Search out, review, and write a synopsis of grant opportunities and present to the Board. Contribute to the development and implementation of HCSC's strategic plans. Work with the Board and other leaders to set goals, define strategies, and monitor progress toward achieving HCSC'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 HCSC 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 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 HCSC'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 no later than 10 days before the next monthly General Meeting. E-mail 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 HCSC's licenses, permits, and registrations.
 5. Communication and Correspondence:
 - Manage 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 HCSC'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 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 HCSC.

The Board Secretary may also appoint, with Board approval, a Director to assist in the 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 HCSC's financial administration as directed and authorized by the Board 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. Fiscal Management: Oversee the financial operations of HCSC, 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 and executive director (if applicable) to develop an annual budget for HCSC. Monitor actual financial performance against the budget and provide regular reports to the Board on HCSC'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 HCSC's cash flow and ensure that sufficient funds are available to meet HCSC'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 HCSC'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 HCSC has investments, oversee investment strategies and work with investment advisors to ensure the prudent management of HCSC's assets.
10. Board Collaboration: Collaborate with the Board, finance committee, and relevant committees to provide financial expertise and guidance. Attend Board meetings and report on financial matters, answering questions and providing financial insights.
11. Compliance and Reporting: Ensure compliance with financial reporting requirements, including tax filings, annual reports, and other regulatory obligations. Stay informed about applicable changes in accounting standards and financial regulations.

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

ARTICLE VI Contracts, Checks, and Loan

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 HCSC shall be executed on its behalf by the Treasurer or other persons to whom HCSC has delegated authority to execute such documents in accordance with policies approved by the Board.

6.02 Checks, Drafts

Checks drafts, or other payment orders, as well as debt instruments issued under the name of HCSC, must be signed by two designated Officers of HCSC, the Chair and Secretary and as specified by Board resolution.

6.03 Deposits

Funds of HCSC not otherwise employed shall be deposited to the credit of HCSC in banks, trust companies, or other depositories as the Board selects. Until the Board makes a different choice, HCSC has engaged with North Cascades Bank, Omak. The Chair, Treasurer, and Secretary have online access.

6.04 Loans

No loans shall be contracted on behalf of HCSC, and no 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 Miscellaneous

7.01 Books and Records

HCSC shall keep correct and complete books and records of account and shall keep minutes of all meetings of its Board, a record of all actions taken by the Board of without a meeting, and a record of all actions taken by committees of HCSC. In addition, the HCSC Secretary shall keep a copy of the Articles of Incorporation and Bylaws as amended.

7.02 Fiscal Year

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

7.03 Conflict of Interest

The Board will create and regularly review a conflict-of-interest policy for any transaction or arrangement that could benefit a Director, Officer, employee, affiliate, or committee member with Board-delegated powers.

7.04 Execution of Instruments

Any documents related to real estate that involve HCSC must be signed by the Board Chair or a Vice-Chair along with the Secretary or Treasurer. Other documents, like releasing a mortgage, can be signed by the Board Chair or a Vice-Chair if approved by a quorum majority of the Board. Additionally, any written instrument can be signed by Officers designated by a quorum majority resolution of the Board.

7.05 Nondiscrimination Policy

The policy of HCSC is not to discriminate based on race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin. Officers, Directors, and committee members will be selected without discrimination.

7.06 Corporate Seal

HCSC shall not have a corporate seal.

ARTICLE VIII Counterterrorism and Due Diligence

To maintain its tax-exempt status through contributions, HCSC will specify how the funds should be used and will require recipients to provide detailed records and financial documentation of their related expenditures.

While not mandatory, HCSC willingly follows the US Department of the Treasury's "Voluntary Best Practices for U.S. Based Charities" to minimize risks and prevent charitable funds from being exploited by terrorist groups.

HCSC will adhere to U.S. federal guidelines, laws, and limitations for combating terrorist financing, including sanctions programs from the Office of Foreign Assets Control (OFAC) concerning its international operations.

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

ARTICLE IX Document Retention

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 HCSC records.

9.02 Section 1 - General Guidelines

Records that are no longer needed for business operations or legal reasons should not be kept. Unnecessary records should be recycled to avoid unreasonable maintenance costs.

A large volume of records may complicate finding relevant ones. Occasionally, HCSC sets retention or destruction policies for certain record types to ensure legal compliance and achieve goals like preserving intellectual property and managing costs. Below are types of documents that need special attention.

Although minimum retention periods are set, the retention of the listed documents and those not categorized should follow general retention guidelines, consider litigation exceptions, and any other relevant factors.

9.03 Section 2 – Exception for Litigation Relevant Documents

All Officers and Directors must comply with 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 HCSC 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

HCSC Documents

HCSC records include the Articles of Incorporation, ByLaws, and Form 1023 Application for Tax Exemption. These records should be retained permanently. IRS regulations require Form 1023 to be available for public inspection on request.

Tax Records

Tax records include, but may not be limited to, documents concerning expenses, proof of contributions, accounting procedures, and other documents concerning HCSC 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 HCSC's minute book. A clean copy of all other Board and Committee materials should be kept for no less than three (3) years by HCSC.

Press Releases/Public Filings

HCSC should retain permanent copies of all press releases and publicly filed documents to assess the accuracy of any document a member of the public can theoretically produce against HCSC.

Legal Files

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

Contracts

Final, execution copies of all contracts entered by HCSC should be retained for 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 Bylaws, correspondence should 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, and similar documents 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; or
- Downloaded and stored on the website “secured” with access only for Officers and Directors.
- The retention period depends on the subject matter of the e-mail, as covered elsewhere in these Bylaws.

ARTICLE X Transparency and Accountability

10.01 Purpose

HCSC fosters trust and promotes transparency by ensuring that information regarding its mission, activities, finances, and governance is publicly accessible.

This policy will indicate which document and materials produced by HCSC:

- Are open to staff and/or the public;
- Are closed to staff and/or the public; and
- Specify the procedures whereby the open/closed status of documents and materials can be altered.

10.02 Financial and IRS documents (IRS Forms 1023 and 990)

HCSC shall provide its Internal Revenue Forms 990, 990-T, 1023 and 5227, Bylaws, Conflict of Interest Policy, and financial statements to the public for inspection free of charge.

10.03 Means and Conditions of Disclosure

HCSC shall make the documents in Section 10.02 available on its website: <https://hc-support.org>.

- The documents must be available online in a format that lets users access, download, view, and print them exactly as they were filed with the IRS, excluding information exempt from public disclosure like contributor lists.
- The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- HCSC 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).
- HCSC 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.

10.04 IRS Annual Information Returns (Form 990)

HCSC shall submit Form 990 to its governing body prior to the filing of the Form 990. While neither the approval of Form 990 nor a review of the 990 is required under Federal law, HCSC's Form 990 shall be submitted to each member of the governing body via (hard copy or e-mail) at least 10 days before the Form 990 is filed with the IRS.

10.05 Board of Directors

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 HCSC except to authorized governmental agencies.

Within HCSC, staff records shall be made available only to those people with managerial or personnel responsibilities for that staff member, except when 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 HCSC except the authorized governmental agencies.

Within HCSC, 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

HCSC requires and encourages its Officers and Directors to observe and practice exacting standards of business and personal ethics in the conduct of their duties and responsibilities. The representatives of HCSC 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 member, or employee has a reasonable belief that an HCSC policy, practice, or activity violates the law, they must file a written complaint with the Chair or Vice-Chair.

11.03 Acting in Good Faith

Individuals submitting a complaint about a violation or suspected violation must do so in good faith and have valid reasons to believe the disclosed information points to a violation. If allegations are found to be unsubstantiated and were made with malicious intent or knowing falsehood, they may be subject to civil and criminal review.

11.04 Retaliation

Reporting persons are protected from retaliation only if they bring the alleged unlawful activity, policy, or practice to the attention of HCSC and provides HCSC with a reasonable opportunity to investigate and correct the alleged unlawful activity.

The protection mentioned above is available only to those who comply with this requirement. HCSC will not retaliate against any Officer, staff member, or employee who, in good faith, has protested or lodged a complaint about a practice of HCSC or another individual or entity affiliated with HCSC, based on a reasonable belief that the practice violates the law or a clear public policy mandate related to health, safety, welfare, or environmental protection.

11.05 Confidentiality

Except as legally required, HCSC's policy mandates that Board members, Officers, committee members, and volunteers must not share confidential information acquired through their HCSC association with anyone, including relatives, friends, or professional contacts, unless HCSC has authorized the disclosure.

Board members, Officers, committee members, contractors, and volunteers must exercise professionalism and caution to prevent unauthorized or accidental leaks of confidential information. Confidential information should not be left visible in documents or monitors.

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. Disclosure of these confidences may damage the relationship with the client and make it difficult to help the person.

On separation and/or at the end of a Board member or Officer's term, they shall return all documents, papers, and other materials, which may contain confidential information. Failure to adhere to this policy will result in discipline, up to and including separation or service with HCSC.

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 HCSC because in extreme cases, violations of this policy also may result in personal liability.

ARTICLE XII 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. Excepted from such a vote are minor adjustments made by 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:

- no amendment shall be made to these Bylaws which would cause HCSC 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
- 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; and
- all amendments shall be consistent with the Articles of Incorporation.

ARTICLE XIII Certificate of Adoption of Amended Bylaws

Joan Krajewski, Board Chair; Suzanne Cheney, Board Vice-Chair; David Sykes, Board Treasurer; Meghan Carranza, Board Secretary; and Kevin Myrick, Board Director (position #5) of HCSC, certify under penalty of perjury that the foregoing is a true and correct copy of the Bylaws of HCSC, and were approved by the Board as amended on September __ , 2024. This constitutes a complete copy of the Bylaws of HCSC and supersedes all previous versions.

JOAN KRAJEWSKI
Board Chair

DATE

SUZANNE CHENEY
Board Vice-Chair

DATE

DAVID SYKES
Board Treasurer

DATE

MEGHAN CARRANZA
Board Secretary

DATE

KEVIN MYRICK
Board Director (position #5)

DATE