Climate Action Mapping Project of Wisconsin

A Wisconsin Non-profit Corporation

BYLAWS

ARTICLE I
NAME

1.01 Name

The name of this corporation shall be **Climate Action Mapping Project of Wisconsin**. The business of the corporation may be conducted as **Climate Action Mapping Project of Wisconsin**, **CAMP-WI**, and/or **CAMP**.

Herein forward the corporation may be referred to as **CAMP**.

ARTICLE II
PURPOSES AND POWERS

2.01 Purposes

CAMP shall be a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding section of any future Federal tax code.

CAMP intends to foster and facilitate a state-wide synergy across organizations concerned with broadly climate-related issues by providing web, application and integrated services that allow organizations and citizens to more easily connect and coordinate.

2.02 Powers

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

The powers of the corporation may also include, but not be limited to, the making of distributions to organizations in line with CAMP's stated purpose that shall also qualify as public charities under the Code.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status**. CAMP** is a Wisconsin non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation**.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings or property assets of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

No substantial part of the activities of **CAMP** shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall **CAMP** participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. Officers and directors are legally allowed to advocate on behalf of their mission and initiatives that will promote climate action broadly in the state of Wisconsin.

(c) Distribution Upon Dissolution**.** Upon termination or dissolution of **CAMP**, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 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 **CAMP** 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 **CAMP**, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Wisconsin.

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 **CAMP**, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Wisconsin to be added to the general fund.

ARTICLE III
MEMBERSHIP

3.01 No Membership Classes

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

3.02 Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

3.03 Dues

Any dues for affiliates shall be determined by the board of directors.

ARTICLE IV
BOARD OF DIRECTORS

4.01 Number of Directors

CAMP shall have a board of directors consisting of at least 4 and no more than 15 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.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the **CAMP** shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Terms of Office

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

(b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

(c) Directors may serve terms in succession.

(d) The term of office shall be considered to begin January 1 and end December 31 of the same year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board of directors. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.05 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 board position, subject to the maximum number of directors under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

4.06 Removal of Directors

A director may be removed by two-thirds (⅔) vote of the board of directors then in office, if:

(a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse themself from the board meeting attendance and in that case, the board vice-president shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss their case and is given the opportunity to be heard at a meeting of the board.

4.07 Board of Directors Meetings.

(a) Regular Meetings. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon seven (7) days notice by first-class mail, electronic mail, or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmitted electronic mail (email). Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by the president, vice-president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. A director may waive any notice required by this chapter, articles of incorporation or the bylaws before or after the date and time stated in the notice in accordance with Wisconsin law (181.0823 or any edit after the fact). Meetings where notice is waived are only allowed in rare and emergent occasions.

4.08 Manner of Acting.

(a) Quorum. A majority of the board of directors immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. A quorum must be present for any business requiring a vote.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously communicate with each other during the meeting, including in person, internet video meeting, conference call or text.

4.09 Compensation for Board Service

Directors, with the exception of the Executive Director who is a paid staff member, shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement for expenses that directors incur in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.10 Compensation for Professional Services by Directors

Professional services rendered must be outside of the director's regular duties. If a director requests compensation for professional services provided to the corporation, compensation should be reasonable, fair, and reviewed and approved in advance, in accordance with the board's Conflict of Interest policy and state law.

ARTICLE V
COMMITTEES

5.01 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 of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

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

(b) fill vacancies on the board of directors of any committee which has the authority of the board;

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

(d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;

(e) appoint any other committees of the board of directors or the members of these committees;

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

(g) approve any transaction;

> (i) to which the corporation is a party and one or more directors have a material financial interest; or
>
> (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

5.02 Meetings and Action of Committees

The board of directors may adopt rules for the governing of the committee consistent with the provision of these Bylaws. Meetings and action of the committees shall be governed by and held and taken in accordance with the Manner of Acting section of these Bylaws. Notice of special meetings of committees can be brought to attention from a Board Member or Members or notice can be sent by a Committee Lead and sent to Board Members. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records.

5.03 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. For purposes of this section an email from an email address on record constitutes validity, and a preference will be given to notice over email. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent. The board of directors will accept forms of communication/notice as outlined in section 4.07 Board of Directors Meeting.

ARTICLE VI
OFFICERS

6.01 Board Officers

The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of the board of directors. Each board 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 vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, 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 board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

6.02 Term of Office

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of a person's three (3) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

6.03 Removal and Resignation

The board of directors (quorum) may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors. The board president leads and manages the board, sets board meeting agendas, and works with the Executive Director to ascertain relevant topics for meetings and issues needing a vote.

6.05 Vice-President

In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

6.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary. The secretary will maintain a list of contacts relevant to the organization and facilitate communication when asked.

6.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. 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.

6.08 Executive Director (paid staff)

The Executive Director (ED) (paid staff, has a vote) leads and manages CAMP staff, completes the tasks as assigned by the Board and maintains copies of financial records of CAMP administrative work. The ED is the managing member of all administrative, strategic planning, programming, funding development, and marketing/messaging tasks. The ED:

- establishes the yearly budget, records income and expenses, reviews and updates contracts, orders supplies and materials, and delegates administrative tasks if there are staff, interns or volunteers to do so;
- maintains accurate, organized records of all documentation including passwords and logins, internal procedures, organizational directories, files monthly Director Reports, updates the website (where able), organizes and maintains access to company files and assures the organization is following Bylaws and laws applicable to nonprofits; and
- is in charge of Employee management when and if the organization is in a position to hire employees.

<u>Strategic Planning</u> - Working with the Board, any advisory teams and/or other stakeholders, the ED develops and maintains a robust plan for growth of the organization and mission, including a 1, 3, and 5 year strategic plan.

<u>Outreach</u> - The ED:

- attends events as a representative of CAMP, and promotes the organization's efforts and mission;
- will be prepared to give interviews and presentations to organizations who want to learn more about the directory, collaborate on climate work, and/or become more active on the communication portal;
- will be actively engaged and active in connecting with other organizations with similar missions and provide a point of contact for mutually beneficial efforts; and
- will be available to answer questions, either by email, phone or in-person about CAMP and its work.

<u>Fund Development</u> - The ED will research applicable grants and write grant applications, as well as, track milestones through grant deliverables if received. The ED will also maintain donor records, issue donation receipts and thank you letters to donors, and build and maintain a fundraising program.

<u>Marketing</u> - The ED will create materials that have a coordinated and cohesive message regarding the organization, its work and its impact. The ED will work with stakeholders to create a marketing plan, event calendar and other tasks associated with marketing the organization. Lastly, the ED will create and present professional presentations, using a consistent visual approach and support social media efforts.

6.09 Non-Director Officers

The board of directors by a quorum vote may designate additional non-voting officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

Such offices may include but not limited to:

- Chief Executive Officer
- Chief Financial Officer
- Chief Operating Officer

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

7.01 Contracts and other Writings

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

The President and Executive Director may enter into any non-monetary or non-asset-based contract or execute and deliver any instrument in the name of and on behalf of CAMP, consistent with CAMP's policies. The Board may authorize any other officer or officers, agent or agents of CAMP, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of CAMP, and such authority may be general or confined to specific instances.

7.02 Checks, Drafts

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of CAMP shall be signed by the Treasurer, or Executive Director, or President or such officer(s)/ agent(s) of CAMP as set forth in Board Bylaws. The other officers of CAMP shall have authority as determined by vote of the Board and set forth in CAMP Bylaws. The treasurer shall confirm in writing receipt of all financial transactions on a monthly basis. Financial reports will be provided at the forthcoming Board Meeting.

7.03 Deposits

All funds of the corporation 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 board or a designated committee of the board may select.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

7.05 Indemnification

CAMP shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each Director and officer of CAMP against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which that person was a party because that person was a Director or officer of CAMP. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. CAMP shall indemnify any employee who is not a Director or officer of CAMP, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because that person was an employee of CAMP. CAMP may, to the fullest extent authorized by sections:

- 181.0871 Definitions applicable to indemnification and insurance provision,
- 181.0872 Mandatory indemnification,
- 181.0873 Determination of right to indemnification,
- 181.0874 Allowance of expenses as incurred, 181.0875 Corporation may limit indemnification,
- 181.0877 Additional rights to indemnification and allowance of expenses,
- 181.0879 Court-ordered indemnification,
- 181.0881 Indemnification and allowance of expenses of employees and agents, and
- 181.0889 Indemnification and insurance against securities law claims.

of Chapter 181 Wis. Statute indemnify, reimburse, or advance expenses of Directors, officers, or employees.

ARTICLE VIII
MISCELLANEOUS

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date. This is the primary role of the secretary.

8.02 Fiscal Year and Term Years

The fiscal year of the corporation shall be from October 1 to September 30 of each year. The terms of the officers and Directors shall be the same as the fiscal year, unless otherwise determined by the Board.

8.03 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

8.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of **CAMP** not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical ability, veteran status, political service or affiliation, color, religion, or national origin.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a majority board vote at a meeting of the Board, provided that:

(a) no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code;

(b) an amendment does not affect the voting rights of directors; and

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

An amendment that does affect Directors' voting rights requires ratification by a two-thirds (⅔) quorum Directors' vote at a Board meeting.

ARTICLE IX
<u>COUNTERTERRORISM AND DUE DILIGENCE POLICY</u>

9.01 Counterterrorism and Due Diligence

In furtherance of its exemption by contributions to other organizations, domestic or foreign, **CAMP** 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, "Voluntary Best Practice for US. Based Charities", is not mandatory, **CAMP** 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.

CAMP shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE X
<u>DOCUMENT RETENTION POLICY</u>

10.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of **CAMP** records.

10.02 Policy General Guidelines

(a) Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. **CAMP** shall establish retention or destruction policies with schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below.

(b) Exception for Litigation Relevant Documents
CAMP expects all officers, directors, and employees to fully comply with any published records retention or destruction policies, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or **CAMP**

informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

10.03 Minimum Retention Periods for Specific Categories

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

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

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

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

(e) Press Releases/Public Filings. The corporation shall 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.

(f) Marketing, Sales and Legal Files. The corporation shall keep final copies of marketing, sales, and legal files for ten years. If otherwise directed by legal counsel for particular legal documents, files will be kept for the period recommended by legal counsel. If a sale or lease extends multiple years, files will be kept ten years beyond the end of the agreement year end.

(g) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret. The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

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

(ii) has taken affirmative steps to keep the information confidential.

(h) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least seven years beyond the life of the agreement, and longer in the case of publicly filed contracts.

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

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

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

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

(m) Electronic Mail. E-mail that needs to be saved shall be downloaded to a computer file, or online cloud service, or on an external hard drive in a distinct folder depending on the content of the email. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy and in CAMP procedures (CAMP procedures exist in a separate document).

Type of Document	**Minimum Requirement**
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank reconciliations	2 years

Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes, and leases (expired)	7 years
Contracts (still in effect)	Contract period
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation schedules	Permanently
Duplicate deposit slips	2 years
Employment applications	3 years
Expense analyses/expense distribution schedules	7 years
Year-end financial statements	Permanently
Insurance records, current accident reports, claims, policies, and so on (active and expired)	Permanently
Internal audit reports	3 years
Inventory records for products, materials, and supplies	3 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws, and charter	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	7 years
Timesheets	7 years
Withholding tax statements	7 years

ARTICLE XI
<u>TRANSPARENCY AND ACCOUNTABILITY</u>
<u>DISCLOSURE OF FINANCIAL INFORMATION WITH THE PUBLIC</u>

11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, **CAMP** practices and encourages transparency and accountability to the general public. This policy will:

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

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

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

The details of this policy are as follow:

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

CAMP 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.

11.03 Means and Conditions of Disclosure

CAMP shall make "Widely Available" the aforementioned documents on its website: **CAMP-WI.ORG**
to be viewed and inspected by the general public.

(a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

(b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.

(c) **CAMP** shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

(d) **CAMP** 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 emailed or mailed requests.

11.04 IRS Annual Information Returns (Form 990)

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

11.05 Board

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

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

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

11.06 Staff Records

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

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

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

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

11.07 Donor Records

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

(b) No donor records other than name and annual contribution amount shall be made available to any other person outside the corporation except the authorized governmental agencies.

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

(d) Donor records shall be made available to the board when requested.

ARTICLE XII
CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 Purpose

CAMP requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of **CAMP** to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieve compliance with various laws and regulations.

This policy shall be made available to all directors, officers, staff or employees and they shall have the opportunity to ask questions about the policy.

12.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of **CAMP** is in violation of law, a written complaint must be filed by that person with the vice-president or the board president.

12.03 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.

12.04 Retaliation

Said person is protected from retaliation only if that person brings the alleged unlawful activity, policy, or practice to the attention of **CAMP** and provides **CAMP** with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

CAMP shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of **CAMP** or of another individual or entity with whom **CAMP** 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.

CAMP shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of **CAMP** that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

12.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

12.06 Handling of Reported Violations

The board president or vice-president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

ARTICLE XIII
AMENDMENT OF Articles of Incorporation

13.01 Amendment

Any amendment to the Articles of Incorporation shall be adopted by approval of two-thirds (2/3) of the board of directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of **CAMP** were approved by the **CAMP** board of directors on 07, 16, 2025 and constitute a complete copy of the Bylaws of the corporation.

Jacob Kresse, Secretary

Date: 7/16/2025