



BYLAWS

of

THE BROAD HIGHWAY, INC.

DBA

ANY LENGTH MEETING HALL

An Arizona Nonprofit Corporation

CONTENTS

ARTICLE I NAME 5

1.01 Name.....5

ARTICLE II PURPOSES AND POWERS 5

2.01 Purpose..... 5

2.02 Powers.....5

2.03 Nonprofit Status and Exempt Activities Limitation..... 5

ARTICLE III MEMBERSHIP 6

3.01 No Membership Classes.....6

3.02 Non-Voting Affiliates.....6

3.03 Dues..... 6

ARTICLE IV BOARD OF DIRECTORS 6

4.01 Number of Directors..... 6

4.02 Powers.....7

4.03 Terms.....7

4.04 Qualifications and Election of Directors.....7

4.05 Vacancies.....7

4.06 Removal of Directors.....8

4.07 Board of Directors Meetings..... 8

4.08 Manner of Acting.....8

4.09 Compensation for Board Service..... 8

4.10 Compensation for Professional Services by Directors..... 9

ARTICLE V COMMITTEES	9
5.01 Committees.....	9
5.02 Meetings and Action of Committees.....	9
5.03 Informal Action by the Board of Directors.....	9
ARTICLE VI OFFICERS	9
6.01 Board Officers.....	9
6.02 Term of Office.....	9
6.03 Removal and Resignation.....	10
6.04 Board President.....	10
6.05 Vice President.....	10
6.06 Secretary.....	10
6.07 Treasurer.....	10
6.08 Non-Director Officers.....	11
ARTICLE VII CONTRACTS, CHECKS, LOANS, & INDEMNIFICATION	11
7.01 Contracts and other Writings.....	11
7.02 Checks, Drafts.....	11
7.03 Deposits.....	11
7.04 Loans.....	11
7.05 Indemnification.....	11
ARTICLE VIII MISCELLANEOUS.....	12
8.01 Books and Records.....	12
8.02 Fiscal Year.....	12
8.03 Conflict of Interest.....	12
8.04 Nondiscrimination Policy.....	13
8.05 Bylaw Amendment.....	13

ARTICLE IX COUNTERTERRORISM AND DUE DILIGENCE POLICY **13**

9.01 Anti-Terrorism.....13

ARTICLE X DOCUMENT RETENTION POLICY **13**

10.01 Purpose.....13

10.02 Policy..... 13

ARTICLE XI TRANSPARENCY AND ACCOUNTABILITY DISCLOSURE OF FINANCIAL INFORMATION WITH THE PUBLIC **15**

11.01 Purpose.....15

11.02 Financial and IRS documents (The form 1023 and the form 990).....16

11.03 Means and Conditions of Disclosure.....16

11.04 IRS Annual Information Returns (Form 990)..... 16

11.06 Board.....16

11.07 Donor Records..... 17

ARTICLE XII CODES OF ETHICS AND WHISTLEBLOWER POLICY **17**

12.01 Purpose.....17

12.02 Reporting Violations.....17

12.03 Acting in Good Faith.....17

12.04 Retaliation..... 18

12.05 Confidentiality..... 18

12.06 Handling of Reported Violations.....18

ARTICLE XIII EMERGENCY BYLAWS **18**

13.01 When Operative.....18

13.02 Event of Emergency.....19

13.03 Non-Liability..... 19

13.04 Amendment or Repeal..... 19

ARTICLE XIV AMENDMENT OF ARTICLES OF INCORPORATION **19**

14.01 Amendment.....19

ARTICLE I NAME

1.01 Name

The name of this corporation shall be Broad Highway, Inc.. The business of the corporation may be conducted as Broad Highway, Inc. or Any Length Meeting Hall.

ARTICLE II PURPOSES AND POWERS

2.01 Purpose

Any Length Meeting Hall is a nonprofit 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, or the corresponding section of any future Federal tax code.

The Purpose of this corporation shall be to provide a safe and comfortable space for Twelve Step recovery groups to hold meetings and related events. The Corporation may also host events such as holiday gatherings and fundraisers.

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 affect 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.

2.03 Nonprofit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status. Any Length Meeting Hall is an Arizona nonprofit 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 Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to 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.

(c) Distribution Upon Dissolution. Upon termination or dissolution of Any Length Meeting Hall, any assets 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 Any Length Meeting Hall hereunder shall be selected by a majority vote of the board of directors, and if its members cannot so agree, then the recipient organization shall be the East Valley Intergroup of Alcoholics Anonymous, 1855 E Southern Ave. Suite 103. Mesa, Arizona 85204.

PROPOSED ADDITION

1.1 References to Articles. Any reference herein made to the Articles will be deemed to refer to its Articles of Incorporation and all amendments thereto as at any given time on file with the Arizona Corporation Commission, together with any and all certificates theretofore filed by the corporation with the Arizona Corporation Commission pursuant to *Arizona Revised Statutes*.

1.2 Seniority of Laws, Articles, By-Laws, Policies and Resolutions. The governing law relevant to the conduct of this corporation shall be the laws of the United States, laws of the State of Arizona, the Articles of Incorporation of this corporation, the By-Laws and Amended By-Laws of this corporation, and the corporate policies and resolutions that are passed from time to time by the members and directors. If there is any inconsistency between these controlling bodies of law, then any inconsistency is to be resolved in favor of the senior body of law and the junior bodies of law are deemed automatically amended. The officers, directors and members of the corporation shall make every effort to generally amend the junior bodies of law whenever necessary so that inconsistencies will be corrected. However, whether or not these inconsistencies are corrected, the senior body of law will still prevail until such correction is made. The priority of the governing bodies of law are as follows: (a) laws of the United States; (b) laws of the State of Arizona; (c) Articles of incorporation of this corporation; (d) By-Laws of this corporation; (e) policies of this corporation; and (f) resolutions passed by this corporation.

1.3 **Policies.** In addition to the Articles, By-Laws and resolutions, the directors or executive committee may adopt, from time to time, certain "policies." These policies shall be considered as controlling regulations for the conduct of the corporation and shall be permanent until amended. It is contemplated that the By-Laws of this corporation shall contain those permanent legal provisions which are required by statute or some legal and parliamentary custom, are not subject to frequent change and are usually prepared upon the legal advice of a lawyer; whereas policies are adopted by the management of the corporation to conduct the non-legal affairs of the corporation and will not require the presence or concurrence of a lawyer or other professional adviser.

Wherever possible, the policies of the corporation shall be kept in a separate policy book so as not to confuse them with the By-Laws and Articles. Whenever it is apparent to any member, director, officer or adviser that any of the policies are inconsistent with the laws of the United States, laws of the State of Arizona, Articles of this corporation, or By-Laws of this corporation, they shall forthwith be amended.

An up-to-date copy of all policies which have been adopted by the board of directors or executive committee shall be kept by the president and no policy shall be deemed in effect until it has been placed in the policy notebook of the corporation with the signature of the president on the policy and the initials of the president on each page of the policy. The purpose of this signing and initialing requirement is to eliminate any doubt as to which policies are in effect and which policies are not. The effective date of each policy shall be designated at the end of the text of each policy when it has been adopted and should a page of the policy be amended from time to time, the corporation shall place the effective date of the change on that replacement page, indicating the date of the amended page, that it is an amendment, and the signature of the president. Should any person of the corporation desire to ascertain the then existing policies of the corporation, he may contact the president and make copies of the duly signed and initialed policies of the corporation.

ARTICLE III MEMBERSHIP

3.01 No Membership Classes

The board of directors shall be the sole members who have any right to vote, or title or interest in or to the corporation and its properties. All officers of the corporation shall be board members and shall have the right to vote.

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 who consent may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. These affiliates may be referred to as members, but they have no voting rights, and are not members of the corporation.

3.03 Dues

Any dues for affiliates shall be set forth in the policies adopted by the board of directors.

Page

ARTICLE IV BOARD OF DIRECTORS

4.01 Number of Directors

Any Length Meeting Hall shall have a board of directors consisting of at least 4 and no more than 20 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.

The board shall consist, at a minimum, of a President/Chair of the Board; Vice President/Vice Chair of the Board; Secretary; and Treasurer. Additional members of the board shall hold either a specific

position or an at-large position. The positions and their terms of office shall be set forth in the official policies adopted by the board.

4.02 Powers

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

4.03 Terms

(a) The terms of office for each board position shall be set forth in the policies adopted by the board. **NEED TO PUT EXISTING TERM LENGTHS IN BYLAWS. ARS 10-3805 else defaults to 1 year**

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

(c) Directors shall serve no more than two (2) consecutive terms in the same position, nor more than six (6) consecutive years on the board.

(d) Unless the board makes an exception, the term of office shall begin immediately upon adjournment of the annual meeting.

4.04 Qualifications and Election of Directors

To be eligible to serve as a director, the individual must be 18 years of age **and meet the sobriety requirement set forth in the policies**. Directors may be elected at any board meeting by two-thirds ($\frac{2}{3}$) 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 July of each year.

Page

Despite the expiration of a director's term, a director shall continue to hold office until the director's successor is elected, designated or appointed and qualifies, until the director's resignation or removal or until there is a decrease in the number of directors. ARS 10-3805

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 ($\frac{2}{3}$) vote of the board of directors then in office, if:

- (a) the director is absent for three (3) or more board meetings in a one-year period. 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 her/his 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 meet at least monthly at a regular time and place set forth in the policies.

(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. Any director may waive notice of any meeting, in accordance with Arizona law.

4.08 Manner of Acting

(a) Quorum. A quorum of two-thirds ($\frac{2}{3}$) of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Two-Thirds Vote. Except as otherwise required by law or by the articles of incorporation, a vote of two-thirds ($\frac{2}{3}$) of the directors present at a meeting at which a quorum is present shall be the act

of the board. A quorum at the beginning of the meeting shall constitute a quorum for the entire meeting.

(b) Chairperson Shall Not Be Counted. The chair or person acting as chair at the meeting shall not be counted as part of the quorum or two-thirds vote and shall not vote.

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

4.09 Compensation for Board Service

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

4.10 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 corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE V COMMITTEES

5.01 Committees

The board of directors may, by the resolution adopted by two-thirds ($\frac{2}{3}$) of the directors then in office, designate one or more committees, to serve at the pleasure of the board. A committee shall have the authority to operate within the parameters given to it by the board, and when in doubt shall consult with the board. Committees shall abide by all applicable policies of the board.

Including notice of meeting, quorum, voting

People are put on committee by majority vote of directors ARS 10-3825

5.02 Meetings and Action of Committees

Committees shall have the authority to govern themselves within the parameters given to them by the board and in compliance with all applicable policies of the board. The Minutes of each committee

meeting shall be shared with the Board in a timely manner and retained on file by the Board Secretary.
ARS 10-11601

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 to by the consensus of a quorum. For purposes of this section, any pre-designated electronic means which the board uses to communicate with other board members constitutes a valid writing. The intent of this provision is to allow the board of directors to use electronic means to approve actions, as long as a quorum of board members gives consent.

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 elected by the board. The board may create additional offices which shall be specific board positions as set forth in the policies. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or official policies, or by resolution of the board.

6.02 Term of Office

Each officer shall serve a specified term of office and may not serve more than two consecutive terms in the same office. Unless elected by the board 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. If elected to fill a vacancy, the officer shall serve out the balance of the term of the officer being replaced.

6.03 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause, by following the same procedures as the removal of any board member. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective. An officer who resigns the office also resigns from the board.

6.04 Board President

The board president/chair 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.

6.05 Vice President

In the absence or disability of the board president, the vice-president/vice chair 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. 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 or set forth in the policies.

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 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 or set forth in the policies.

The treasurer shall be responsible for timely IRS filings, which may be prepared by a paid or unpaid third party with appropriate knowledge.

Section 10-3842 - Standards of conduct for officers

A. If an officer has discretionary authority with respect to any duties, an officer's duties shall be discharged under that authority:

1. In good faith.
2. With the care an ordinarily prudent person in a like position would exercise under similar circumstances.
3. In a manner the officer reasonably believes to be in the best interests of the corporation.

B. In discharging duties, an officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by either:

1. One or more officers or employees of the corporation whom the officer reasonably believes to be reliable and competent in the matters presented.
2. Legal counsel, public accountants or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

C. An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection unwarranted.

D. An officer is not liable for any action taken as an officer or any failure to take any action if the officer's duties were performed in compliance with this section. In any proceeding commenced under this section or any other provision of this chapter, an officer has all of the defenses and presumptions ordinarily available to an officer. An officer is presumed in all cases to have acted, failed to act or otherwise discharged such officer's duties in accordance with subsection A. The burden is on the party challenging an officer's action, failure to act or other discharge of duties to establish by clear and convincing evidence facts rebutting the presumption.

A.R.S. § 10-3842

6.08 Non-Director Officers

The board shall have no officers who are not also members of the board. An officer position is a board position.

ARTICLE VII CONTRACTS, CHECKS, LOANS, & INDEMNIFICATION

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the

treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 Checks, Drafts

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

7.03 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

- (a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- (b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall

ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents, and Employees.

The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Arizona Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE VIII MISCELLANEOUS

8.01 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, and a record of all actions taken by the board of directors without a meeting. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

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

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 Any Length Meeting Hall 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.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of two-thirds ($\frac{2}{3}$) of the board of directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that all amendments be consistent with the Articles of Incorporation.

ARTICLE IX COUNTERTERRORISM AND DUE DILIGENCE POLICY

9.01 Anti-Terrorism

Any Length Meeting Hall does not disburse funds to other charities, except upon dissolution. Any Length Meeting Hall recognizes that terrorist organizations funnel money through nonprofit organizations and will amend these bylaws to comply with voluntary best practices and U.S. legal requirements if and when it makes disbursements to other charities.

ARTICLE X DOCUMENT RETENTION POLICY

10.01 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 Any Length Meeting Hall records.

10.02 Policy

Section 1. General Guidelines. The board's policy that lists the duties of each board position shall assign record retention responsibilities to one or more board positions, typically the Secretary.

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Any Length Meeting Hall may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. Any Length Meeting Hall expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or Any Length Meeting Hall 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.

Section 3. Minimum Retention Periods for Specific Categories

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

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

(d) **Press Releases/Public Filings.** The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against

the corporation.

(e) **Legal Files.** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(f) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(g) 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 three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

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

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

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

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

Section 4. Electronic Communications. Any electronic communications that need to be saved should be either:

- (i) printed in hard copy and kept in the appropriate file; or
- (ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XI TRANSPARENCY AND ACCOUNTABILITY DISCLOSURE OF FINANCIAL INFORMATION WITH THE PUBLIC

11.01 Purpose

The board's policy that lists the duties of each board position shall assign transparency and accountability responsibilities to one or more board positions, typically the Webmaster and Treasurer.

By making full and accurate information about its mission, activities, finances, and governance publicly available, Any Length Meeting Hall 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)

Any Length Meeting Hall 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

Any Length Meeting Hall shall make “Widely Available” the aforementioned documents on its internet website: **www.anylengthaz.com** to be viewed and inspected by the general public.

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

11.04 IRS Annual Information Returns (Form 990)

Any Length Meeting Hall Treasurer 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.

11.06 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 portion confidential.

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 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

Any Length Meeting Hall 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 Any Length Meeting Hall to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal

compliance. The support of all corporate staff is necessary to achieve compliance with various laws and regulations.

12.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Any Length Meeting Hall 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 she/he brings the alleged unlawful activity, policy, or practice to the attention of Any Length Meeting Hall and provides Any Length Meeting Hall 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.

Any Length Meeting Hall 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 Any Length Meeting Hall or of another individual or entity with whom Any Length Meeting Hall 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.

Any Length Meeting Hall shall not retaliate against any director, officer, staff or employee who discloses or threatens to disclose to a supervisor or a public body, any activity, policy, or practice of Any Length Meeting Hall 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.

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.

ARTICLE XIII EMERGENCY BYLAWS

13.01 When Operative

The emergency bylaws provided herein shall be operative during any ~~emergency in the conduct of the purposes of the corporation resulting from an attack on the United States or any nuclear or atomic disaster~~ *federal, state, or local government-declared emergency that prevents Any Length Meeting Hall from operating as usual*, notwithstanding any different provision in other paragraphs of these Bylaws ~~or in in the Articles of Incorporation, or in the statutes governing nonprofit corporations~~. To the extent not inconsistent with the provisions of this ~~Part Eleven~~ *policy*, the other provisions of the Bylaws shall remain in effect during such emergency, and upon its termination these emergency Bylaws shall cease to be operative.

13.02 Event of Emergency

During any such emergency as described in provision 13.01, the following actions shall be taken:

A meeting of the Board of Directors may be called by any officer or director of the corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of all the directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.

At any such meeting of the Board of Directors, a quorum shall consist of any two directors. For the purpose of attaining a quorum in times of such emergency to effect the continued conduct of the corporation, all officers of the corporation shall immediately become temporary directors of the corporation until the termination of the emergency, without election by the members or appointment by the Board of Directors.

The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties.

The Board of Directors, either before or during any such emergency, may, effective in the emergency, change the main office or designate several alternative main offices or regional offices, or authorize the officers to do so.

13.03 Non-Liability

No officer, director or employee acting in accordance with these emergency bylaws shall be liable except for willful misconduct.

13.04 Amendment or Repeal

These emergency bylaws shall be subject to repeal or change by further action of the Board of Directors, but no such repeal or change shall modify the provisions of paragraph 11.3. (Non-Liability) with regard to action taken prior to the time of such repeal or change. Any amendment of these emergency bylaws may enact any further or different provision that may be practical and necessary for the circumstances of the emergency.

ARTICLE XIV AMENDMENT OF ARTICLES OF INCORPORATION

14.01 Amendment

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