

# **Bylaws created for** **Positive Improvement Coalition Inc.**

## **Article I**

### **Name**

#### **1.01 Name**

The name of this corporation shall be Positive Improvement Coalition Inc. The business of the corporation may be conducted as Positive Improvement, Positive Improvement Coalition Inc., or PIC Inc.

## **Article II**

### **Powers & Purpose**

#### **2.01 Purpose**

Positive Improvement Coalition Inc. is 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, or the corresponding section of any future Federal tax code.

Positive Improvement Coalition Inc.'s purpose is to address, coordinate, and provide the necessary aid and relief to all qualifying veterans and their family members.

Our programs were created to raise social consciousness and awareness about the cause on a national level, and to hold fundraising events in order to provide immediate relief and assistance to veterans and their family members regardless of their race, ethnicity, or religion.

To maximize our impact on the efforts set forth we may seek to collaborate with other non-profit organizations which fall under the 501 (c)(3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

## **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. Positive Improvement Coalition Inc. is a Florida non-profit corporation, recognized as tax exempt under Section 501 (c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provisions 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 distributed 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 the Positive Improvement Coalition Inc., any assets lawfully available for distribution shall be distributed to one 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.

# **Article III**

## **Programs**

### **3.01 General Overview**

This corporation will initially operate two programs. The first program titled “Veterans Hill Farm” will provide a rural atmosphere with a variety of animals and support services for disabled veterans. The second program titled “Military Families United” will provide aid and relief to veterans and their family members in an effort to keep the family unit together. All programs may be implemented or terminated upon the approval of the board of directors as the need arises.

### **3.02 Veterans Hill Farm**

Veterans Hill Farm was initiated for disabled veterans, primarily veterans with Post-Traumatic Stress Disorder (PTSD). Military personnel go through many different experiences while deployed overseas. Many veterans are diagnosed with PTSD and we intend to help those who really need assistance coping with PTSD. The services here will be like a retreat offering animals that will help with therapy, Veterans will be able to live on site for a short time, provide farm to table food, and have access to other health and wellness services.

The Program Director will develop, implement, and oversee the acceptance requirement criteria, fundraising events, training programs, and other various rules, regulations, and programs to sustain the necessities of the farm. The Director shall be empowered to employ or terminate staff to adequately support the mission. The Director will report to the CEO and/or COO at least once a month.

### **3.03 Military Families United**

Military Families United mission is to keep the family unit together by providing advisory and advocacy support to veterans and their family members through and for spiritual, financial, and legal means. We intend to focus on services to include counseling and advising for schooling, family therapy, and community outreach. Various types of financial guidance will be offered. We will help with various legal situations by becoming a liaison, facilitator, or advocate for the applicant.

The Program Director will define the criteria needed to receive aid and relief and the entitlements to be received. The Director shall be empowered to employ or terminate adequate staff to accomplish the mission. The Director will report to the CEO and/or COO at least once a month.

# Article IV

## Corporate Structure

### **4.01 Corporate Management Team**

The Positive Improvement Coalition Inc. CEO and COO shall be held accountable to and by the board of directors for everything that is done or fails to be done.

As the backbone of this corporation the management team plays a vital role in the success and accomplishment of the mission. The management team shall, at a minimum, consist of the Chief Executive Officer (CEO) and Chief Operations Officer (COO). As the corporation grows other positions filled as necessary to accomplish the organizations mission, these positions are Chief Financial Officer (CFO), Chief Marketing Officer (CMO), and Chief Information Officer (CIO). The compensation for the management team shall be determined by the board of directors.

### **4.02 Chief Executive Officer**

The Chief Executive Officer (CEO) is responsible for all decisions made concerning this corporation. The CEO will develop, implement, and oversee organizational policy and procedures for the operation of its divisions, and the duties and responsibilities of the corporate staff. The CEO shall be empowered to employ or terminate adequate staff to accomplish the organizations mission. The CEO shall hold informal meetings as needed to disseminate information, receive progress reports from division chiefs, and ensure positive information flow across the corporation. Formal meetings shall be held once a quarter one week prior to the board of director's quarterly meeting. This ensures transparency and progress between the board of directors and the corporate staff regarding accomplishment of the milestones. The CEO will, at a minimum, network with other organizations, social workers, corporations, etc. to ensure positive publicity regarding the nature of this corporation. The CEO shall be a lead fundraiser for the corporation. The CEO shall take into consideration all recommendations from the division chiefs, program directors, corporate officers, or any other employees regarding the operations, policies, or procedures of the corporation and approve or disapprove any and all changes.

### **4.03 Chief Operations Officer**

The Chief Operations Officer (COO) is successor to the CEO and shall assume the duties, responsibilities, and authority of the CEO during times the CEO is unable to fulfill the requirement of the office. The COO shall be empowered to create or terminate, divisions or programs, policy and procedures, as well as adequate staff for each, in order to accomplish the corporate mission.

The role of the COO will be to oversee the operations of the corporation, create projects to support fundraising events and activities, be the chief moral officer for the corporation, and shall assist the CEO in all matters concerning the corporation.

#### **4.04 Chief Financial Officer**

The Chief Financial Officer (CFO) shall take responsibility for the financial well-being of the corporation. The CFO shall be empowered to create policies and procedures for all financial operations, employ and terminate adequate staff to support the mission, and be made to keep accurate records of all financial transactions and accounts. The CFO, COO, and CEO shall be authorized to sign all documents concerning finances with regards to the corporation. The CFO and department staff shall be responsible for maintaining a running budget, paying corporate bills, reimburse members for expenses, and inform the CEO or COO of any problems, foreseen and unforeseen, as expediently as possible.

#### **4.05 Chief Marketing Officer**

The Chief Marketing Officer (CMO) shall create policies and procedures for all respects of marketing and employ or terminate adequate staff.

#### **4.06 Chief Information Officer**

The Chief Information Officer (CIO) shall be responsible for creating all internet and networking policy and procedures within the corporation.

# Article V

## Board of Directors

### **5.01 Number of Directors**

Positive Improvement Coalition Inc. shall have a board of directors consisting of at least 3 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.

### **5.02 Powers**

All corporate powers shall be exercised by or under the board and the affairs of the Positive Improvement Coalition Inc. shall be managed under the direction of the board, except as otherwise provided by law.

### **5.03 Terms**

The president of the board and the vice president shall be elected and each serve a three year term.

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

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

Directors may serve terms in succession.

The term of office shall be considered to begin January 1<sup>st</sup> and end December 31<sup>st</sup>.

### **5.04 Qualifications and Election of Directors**

In order to be eligible to serve as a director on the board of directors, the individual must be a US citizen and at least 18 years of age. The individual maybe an affiliate within the 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 the first week of December each year and the newly elected member shall take office January 1<sup>st</sup>.

## **5.05 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.

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.

## **5.06 Removal of Directors**

A director may be removed by a two-thirds 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 him/herself 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 his/her case and is given the opportunity to be heard at a meeting of the board.
- (c) The removal of the president or vice president, before the term expiration, will require a unanimous vote of all officers and directors.

## **5.07 Board of Directors Meetings**

Regular Meetings. The board of directors shall have a minimum of four regular meetings each calendar year. Meetings shall be held on the first week of each quarter. Board meetings will have a four day notice sent by first-class mail, electronic mail, or facsimile transmission, or a 48 hour notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meeting shall specify the place, day, and time of meeting. The purpose of the meeting need not be specified.

Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any three directors of the board of directors. A special meeting must be preceded by at least a two day notice to each director of the date, time, and place, but the purpose need not be specified.

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

## **5.08 Manner of Acting**

Quorum. A majority 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.

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 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, vice president, or treasurer in order of precedence shall have the power to swing the vote based on their discretion.

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 telephonic conference call.

## **5.09 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, such as travel expenses to attend board meetings.

## **5.10 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 VI**

## **Membership**

### **6.01 Membership Classes**

Positive Improvement Coalition Inc. shall have no members who have any: right to vote, title, interest in or to the corporation, its properties and/or franchises.

### **6.02 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 to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliates 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.

### **6.03 Dues**

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

# **Article VII**

## **Committees**

### **7.01 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 require board members' approval or approval of a majority of all members;
- (b) Fill vacancies on the board of directors in 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 and any person in which one or more of its directors have a material financial interest.

### **7.02 Meeting and Action of Committees**

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

### **7.03 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 transmission from an email address on record constitutes a valid writing. 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.

# **Article VIII**

## **Officers**

### **8.01 Board Officers**

The officers of the corporation shall be the 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 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.

### **8.02 Term of Office**

With the exception of the President and Vice-President, each officer shall serve a one-year term of office and may not serve more than three consecutive terms of office.

### **8.03 Removal and Resignation**

In accordance with Article V of these Bylaws, the board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the 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.

### **8.04 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 property required by the board of directors.

### **8.05 Vice President**

In absence or disability of the board president, the vice president shall perform the duties of the board president. When so acting, the vice president shall have all the powers of and 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.

### **8.06 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.

### **8.07 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.

### **8.08 Non-Director Officers**

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

# **Article IX**

## **Contracts, Checks, Loans, Indemnification, and Related Matters**

### **9.01 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.

### **9.02 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.

### **9.03 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.

### **9.04 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 specified.

### **9.05 Indemnification**

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 a director was a party because they were a director of the corporation against reasonable expenses incurred by them in connection with the proceedings.

Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because they were a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify them has been made in the manner prescribed by law and payment has been authorized in the manner prescribed by law.

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 their good faith belief that they are 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 they are entitled to be indemnified by the corporation in these Bylaws.

Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Florida 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 X

## Miscellaneous

### **10.01 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 the 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.

### **10.02 Fiscal Year**

The fiscal year of the corporation shall be from January 1<sup>st</sup> to December 31<sup>st</sup> of each year.

### **10.03 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.

### **10.04 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 Positive Improvement Coalition Inc. 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.

### **10.05 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority 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 an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by two-thirds vote of a quorum of directors at a board meeting; and
- (C) That all amendments be consistent with the Articles of Incorporation.

The board president is empowered with the authority to accept or veto any or all recommendations or decisions to be amended to these Bylaws. No amendment will be made without the acceptance of the board president, vice president and secretary.



# **Article XI**

## **Transparency and Accountability**

### **11.01 Purpose**

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

1. Indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public.
2. Indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public.
3. 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 (Form 1023 & 990)**

PIC Inc. 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**

PIC Inc. shall make “Widely Available” the aforementioned documents on its internet website: [www.Propositiveimprovementcoalition.com](http://www.Propositiveimprovementcoalition.com) to be viewed and inspected by the general public.

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

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

PIC Inc. 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.

PIC Inc. shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

#### **11.04 IRS Annual Information Returns (Form 990)**

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

#### **11.05 Board**

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

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.

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**

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

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

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

#### **11.07 Donor Records**

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

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

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 donor records shall be made available to the board when requested.

## **Article XII**

### **Codes of Ethics and Whistleblower Policy**

#### **12.01 Purpose**

PIC Inc. 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 PIC Inc. 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 achieving 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 PIC Inc. is in violation of law, a written complaint must be filed by that person with the board president or vice president.

#### **12.03 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense resulting in immediate dismissal from the corporation.

#### **12.04 Retaliation**

Said person is protected from retaliation only if they bring the alleged unlawful activity, policy, or practice to the attention of PIC Inc. and provides the PIC Inc. 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.

PIC Inc. 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 PIC Inc. or of another individual or entity with whom PIC Inc. 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.

PIC Inc. shall not retaliate against any director, officer, staff, or employee who disclose or threaten to disclose to a supervisor or public body, any activity, policy, or practice of PIC Inc. that the individual reasonably

believes is in violation of a law, or a rule, or regulation mandates 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, staffs, or employees and they shall have the opportunity to ask questions about the policy.

# **Article XIII**

## **Amendment of Articles of Incorporation**

### **13.01 Amendment**

Any amendment to the Articles of Incorporation may be adopted by approval of two thirds vote of the board of directors, and IAW Article X of these Bylaws.

## **Certification of Adoption of Bylaws**

I do hereby certify that the above stated Bylaws of Positive Improvement Coalition Inc. were approved by the PIC Inc.'s board of directors on the 6th day of January, 2018 and constitute a complete copy of the Bylaws of the corporation.

Board President Raymon Russell

Vice President, Veterans Hill Farm Veronica Russell

Vice President, Military Families United Danna Morrill

Secretary Debbie Shibley

Treasurer Joe Shibley



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