

# **TERMINUS LEGION, INC.**

A Georgia Non-Profit Corporation

## **NON-PROFIT CORPORATE BYLAWS (“Bylaws”)**

### **ARTICLE I NAME**

#### **1.01 Name**

The name of this organization shall be Terminus Legion, Inc. (hereinafter, the “Organization” or “Terminus Legion”). The business of the Organization may be conducted as Terminus Legion.

### **ARTICLE II PURPOSES AND POWERS**

#### **2.01 Purpose**

Terminus Legion 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.

Terminus Legion is organized exclusively for the purpose supporting Atlanta United Major League Soccer team fan base. To accomplish this, Terminus Legion creates memorable experiences with its pre-match tailgates, the march to the match, and providing ninety (90) minutes of loud, passionate team support. In addition, Terminus Legion serves our Atlanta neighbors through hands-on efforts such as soccer coaching, fundraising, and attending events that bring attention to those less fortunate and by working with other charitable organizations. Finally, Terminus Legion allows fans a chance to belong to and to build a community. Terminus Legion Members become friends through match days, watch parties, away trips, and charitable events.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations that 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 Members, we may provide internships or volunteer opportunities that shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

#### **2.02 Powers**

The Organization 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 non-profit 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 Organization may include, but are not 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. Terminus Legion is a Georgia 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 provision of these Bylaws, no Board Member, Officer, employee, Member, or representative of this Organization shall take any action or carry on any activity by or on behalf of the Organization 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 Organization shall inure to the benefit or be distributable to any Board Member, Officer, Member, or other private person, except that the Organization 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 Terminus Legion, 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). Such organization or organizations shall have a charitable purpose or at least generally, include a purpose similar to Terminus Legion.

The organization to receive the assets of Terminus Legion hereunder shall be selected at the discretion of a majority of the managing body of the Organization, 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 Terminus Legion, 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 Georgia.

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 Terminus Legion, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Georgia to be added to the general fund.

## **ARTICLE III** **MEMBERSHIP**

### **3.01 Eligibility for Membership**

Application for voting Membership shall be open to any individual or business that supports the purpose statement in Section 2.01 (Purpose). Membership is granted after completion and receipt of a Membership application and annual dues.

### **3.02 Annual Dues**

The amount required for annual dues shall be determined each year by a majority vote of the Board Members at an annual meeting. Continued Membership is contingent upon being up to date on Membership dues.

### **3.03 Rights of Members**

Each Member in good standing shall be eligible to cast one (1) vote in all Organization elections. Members must be at least eighteen (18) years old to vote in Organization elections.

### **3.04 Resignation and Termination**

Any Member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a Member of unpaid dues, or other charges previously accrued. A Member can have their Membership terminated by a majority vote of the Board Members.

### **3.05 Non-Voting Membership**

The Board shall have the authority to establish and define non-voting categories of Membership or non-Members. Members are of one class, with equal rights, unless otherwise stated in the Articles of Incorporation and these Bylaws.

### **3.06 Regular Meetings**

Regular meetings of the Members shall be held bi-annually, at a time and place designated by the Board Members.

### **3.07 Board Elections**

The Members shall elect Board Members, receive reports on the activities of the Organization, and determine the direction of the Organization for the coming year.

(a) An electronic notice will be sent to each Member via email (and such other communication methods reasonably determined by the Board and Officers) with the intent of reaching as much of the Membership as possible, at least one (1) week prior to the opening of voting to the Organization's membership for the Board Members (the "Notification Period"). This notice shall, at a minimum, contain the following information:

- (1) a request for nominations of candidates for the Board;
- (2) when the voting shall take place; and
- (3) clear instructions on how to vote.

If, following the Notification Period, the number of nominees is less than or equal to the number of open Board positions, the Notification Period shall be extended for an additional period of no less than one (1) week, as reasonably determined by a vote of the majority of the Board (the "Extended Notification Period"). If following the Extended Notification Period, the number of nominees is still less than or equal to the number of open Board positions, the nominees will be appointed to the open Board positions by a vote of a majority of the then-current Board Members. Any remaining vacancy after the vote of the then-current Board Members will be filled by the new Board in accordance with Section 4.05(a) (Unexpected Vacancies), except that any Board Member appointed by this process shall serve a term of no more than one (1) year.

(b) Each season, the Members shall vote online for the Board Members. Online voting shall take place (i) over a period of no less than one (1) week (as determined by the then-current Board), (ii) no earlier than the 15th of September, and (iii) no later than the last week of the Major League Soccer (“MLS”) regular season. Election results shall be announced no later than the date of the Member Appreciation Party.

(c) An annual meeting of the Members (to be known as the “Member Appreciation Party” or “MAP”) shall take place each year either (i) during the final Atlanta United regular season weekend, non-holiday away match, or, (ii) on a date determined by the then-current Board, but no later than the MLS Cup Final. At this meeting, the following matters shall be conducted:

- (1) the newly appointed Board members will be announced; and
- (2) a town hall discussion of the past year.

(d) The Secretary shall (i) oversee the election, (ii) tabulate and certify the election results, and (iii) announce the election winners. Notwithstanding the foregoing, if the Secretary is running for the Board another Officer or Board Member who is not running for the Board shall be appointed to oversee the election by the Board. The Secretary, or such other Officer or Board Member overseeing the election, shall be audited and all results certified by another Board Member who is not running for office in that same election.

(e) Transition Period. The period of time following the announcement of the new Board through December 31<sup>st</sup> of each calendar year shall be a transition period during which the current Board will meet with the incoming Board to organize and facilitate an orderly transition.

### **3.08 Special Meetings**

Special meetings may be called by the Chairperson of the Board, or a simple majority of the Board. A petition signed by ten percent (10%) of the Organization Members may also call a special meeting.

### **3.09 Notice of Meetings**

Notice of each meeting shall be given to each voting Member, by email, not less than two weeks prior to the meeting.

### **3.10 Quorum**

The Members present at any properly announced meeting shall constitute a quorum.

### **3.11 Voting**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## **ARTICLE IV** **BOARD MEMBERS**

### **4.01 Number of Board Members**

Terminus Legion shall have a board consisting of five (5) Members (the “Board” or “Board”

Members”).

#### **4.02 Powers**

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

#### **4.03 Terms**

(a) All Board Members shall be elected to serve a two-year term; however, in the event of a vacancy, a Board Member’s term may be extended until a successor has been elected.

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

(c) Board Members may serve terms in succession.

(d) The term of office shall be considered to begin January 1<sup>st</sup> and end December 31<sup>st</sup> of each calendar year, unless the term is extended due to a vacancy, in which case, the term of office shall be extended until such time as a successor has been elected or appointed in accordance with Section 4.05 (Vacancies).

#### **4.04 Qualifications and Election of Board Members**

In order to be eligible to serve as a Board Member, an individual must be twenty-one (21) years of age and a member in good standing created by the Board. The election of Board Members to replace those who have fulfilled their term of office shall take place in October of each year.

#### **4.05 Vacancies**

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

(a) Unexpected Vacancies. Vacancies on the Board due to resignation, death, or removal shall be filled by a majority vote of the remaining Board Members for the balance of the term of the Board Member being replaced.

#### **4.06 Removal of Board Members**

A Board Member may be removed by a majority vote of the other Board Members then in office:

(a) for cause or no cause, so long as before any meeting of the Board at which a vote on removal will be made the Board Member 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; or

(b) if the Board Member is absent and unexcused from two (2) or more meetings of the Board Members in a twelve-month period. The Chairperson is empowered to excuse

Board Members from attendance for a reason deemed adequate by the Chairperson. The Chairperson shall not have the power to excuse him/herself from Board meeting attendance and in that case, the Vice-Chairperson shall excuse the Chairperson.

(c) Any Board Member removed shall not be eligible for elected office for one (1) year.

#### **4.07 Board Member Meetings.**

(a) Regular Meetings. The Board Members 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 four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' 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 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) Members of the Board. A special meeting must be preceded by at least two (2) days' notice to each Board Member of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any Board Member may waive notice of any meeting, in accordance with Georgia law.

#### **4.08 Manner of Acting.**

(a) Quorum. A majority of the Board Members in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. The Board shall not consider any business at any meeting in which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Board Members present at a meeting at which a quorum is present shall be an act of the Board.

(c) Hung Board Decisions. On the occasion that the Board is unable to make a decision based on a tied number of votes, the President or Treasurer in the order of precedence 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, Board Members may participate in a regular or special meeting through the use of any means of communication by which all Board Members participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by conference call.

#### **4.09 Compensation for Board Service**

Board Members shall receive no compensation for carrying out their duties as Board Members. The Board may adopt policies providing for reasonable reimbursement of Board Members for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

#### **4.10 Compensation for Professional Services by Board Members**

Board Members are not restricted from being remunerated for professional services provided to the Organization. Such remuneration shall be reasonable and fair to the Organization and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

#### **4.11 Board Chairperson**

The Board Members shall elect from them a Chairperson whose role will be to serve as leader and facilitator, presiding over the Board meetings and calling special meetings as necessary. The Board Chairperson actively engages the Board Members, encouraging them to participate and share information. Using the agenda as a guide, the Board Chairperson moves the Board towards decision making and closes the meeting on time. The Board Chairperson, if present, shall preside over all Board meetings. The Board Chairperson does not have a term limit.

#### **4.12 Vice-Chairperson**

The Board Members shall elect from them a Vice-Chairperson whose role will be to serve to support the Chairperson, presiding over the Board meetings if the Chairperson is unable to attend such meetings.

#### **4.13 Advisory Board**

The Organization, at the discretion of the Board, may utilize an Advisory Board that provides non-binding strategic advice to the Organization. These members may be provided fair compensation for their services. The Advisory Board will be voted upon by Board Members each year on a date to be determined by the Board.

### **ARTICLE V** **COMMITTEES**

#### **5.01 Committees**

The Board may, by a resolution adopted by a majority of the Board Members then in office, designate one or more committees, each consisting of at least one (1) Board Member, to serve at the pleasure of the Board. Each Board Member should be appointed to at least one (1) Committee. 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 the Board's approval or approval of a majority of all Members;
- (b) fill vacancies on the Board 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 Members which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of Board Members or Members of these committees;

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

(g) approve any transaction:

(i) to which the Organization is a party and one or more Board Members have a material financial interest; or

(ii) between the Organization and one (1) or more of its Board Members or between the Organization or any person in which one (1) or more of its Board Members have a material financial interest.

## **5.2 Meetings and Action of Committees**

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

## **5.3 Informal Action by the Board Members**

Any action required or permitted to be taken by Board Members 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 e-mail transmission from an e-mail address on record constitutes a valid writing, or some other official electronic communication. The intent of this provision is to allow the Board Members to use email to approve actions, as long as a quorum of Board Members gives consent.

# **ARTICLE VI**

## **OFFICERS**

### **6.01 Officers**

The Officers of the Organization shall be a President, Vice-President, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board. Each Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers. The Board may also appoint additional Vice-Presidents and such other Officers as it deems expedient for the proper conduct of the business of the Organization, each of whom shall have such authority and shall perform such duties as the Board Members may determine. One person may hold two (2) or more offices, but no Officer may act in more than one capacity where the action of two (2) or more Officers is required.



### **6.02 Term of Office; Term Limits**

The Board shall appoint Officers each year. Officers shall serve a one (1) year term of office. Unless overridden by a vote of four (4) of the five (5) Board members (or a majority of the Board in the absence of five (5) active Board members), each Officer may not serve more than three (3) consecutive terms of office.

### **6.03 Removal and Resignation**

The Board may remove an Officer at any time, with or without cause. Any Officer may resign at any time by giving written notice to the Organization without prejudice to the rights, if any, of the Organization under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

### **6.04 President**

The President shall be the chief volunteer Officer of the Organization. The President shall lead the Officers in performing their duties and responsibilities, including, if present, presiding at all leadership and Officer meetings, and shall perform all other duties incident to the office or properly required by the Board Members. The President may not serve concurrently as a Board Member.

### **6.05 Vice-President**

In the absence or disability of the President, the ranking Vice-President or Vice-President designated by the Board Members shall perform the duties of the President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall have such other powers and perform such other duties prescribed for them by the Board Members or the President. The Vice-President shall normally accede to the office of President upon the completion of the President's term of office. The Vice-President may not serve concurrently as a Board Member.

### **6.06 Secretary**

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Board Members and committees of Board Members. 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 Board Members 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 Members or the President. The Secretary may appoint, with approval of the Board, a Board Member to assist in performance of all or part of the duties of the Secretary. The Secretary shall oversee the election, tabulating and certifying the election results, and announcing the election winners.

### **6.07 Treasurer**

The Treasurer shall be the lead Board Member for oversight of the financial condition and affairs of the Organization. The Treasurer shall oversee and keep the Board informed of the financial condition of the Organization and of audit or financial review results. In conjunction with other

Board Members 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 Organization, are made available to the Board Members on a timely basis or as may be required by the Board Members. The Treasurer shall perform all duties properly required by the Board Members or the 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.

## **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 contracts, deeds, leases, mortgages, grants, and other agreements of the Organization shall be executed on its behalf by the Treasurer or other persons to whom the Organization has delegated authority to execute such documents in accordance with policies approved by the Board.

#### **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 Organization, shall be signed by such Officer or Officers, agent or agents, of the Organization and in such manner as shall from time to time be determined by resolution of the Board.

#### **7.03 Deposits**

All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization 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 Organization and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

#### **7.05 Indemnification**

(a) Mandatory Indemnification. The Organization shall indemnify a Board Member or former Board Member, 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 Board Member of the Organization against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The Organization shall indemnify a Board Member or former Board Member made a party to a proceeding because he or she is or was a Board Member of the Organization, 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 Organization in advance of the final disposition of such action, suit or proceeding, as authorized by the Board Members in the specific case, upon receipt of (i) a written affirmation from the Board Member, 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 Board Member, 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 Organization in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An Officer of the Organization who is not a Board Member is entitled to mandatory indemnification under this Article to the same extent as a Board Member. The Organization may also indemnify and advance expenses to an employee or agent of the Organization who is not a Board Member, consistent with Georgia 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 Organization shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board Members, a record of all actions taken by Board Members without a meeting, and a record of all actions taken by committees of the Board. In addition, the Organization shall keep a copy of the Organization's Articles of Incorporation and Bylaws as amended to date.

### **8.02 Fiscal Year**

The fiscal year of the Organization shall be based on the calendar year, from January 1st to December 31st of each year.

### **8.03 Conflict of Interest**

The Board shall adopt and periodically review a Conflict-of-Interest Policy to protect the Organization's interest when it is contemplating any transaction or arrangement that may benefit any Board Member, Officer, employee, affiliate, or member of a committee with Board-delegated powers.

### **8.04 Nondiscrimination Policy**

The Officers, Board Members, committee Members, employees, and persons served by this Organization 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 Terminus Legion 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 the majority of the Board

Members 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 Organization to cease to qualify as an exempt non-profit 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 Board Members. An amendment that does affect the voting rights of Board Members further requires ratification by a two-thirds vote of a quorum of Board Members at a Board meeting.

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

## **ARTICLE IX**

### **COUNTERTERRORISM AND DUE DILIGENCE POLICY**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Terminus Legion shall stipulate how the funds will be used and shall require the recipient to provide Terminus Legion with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the U.S. Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Terminus Legion 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.

Terminus Legion 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**

### **DOCUMENT RETENTION POLICY**

#### **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 Terminus Legion records.

#### **10.02 Policy**

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from 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, Terminus Legion 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. Terminus Legion expects all Officers, Board Members, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all Officers, Board Members, and employees should note the following general exception to any stated destruction schedule: If you believe, or Terminus Legion 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 Organization'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 Organization's revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the Organization to keep certain recruitment, employment and personnel information. The Organization should also keep personnel files that reflect performance reviews and any complaints brought against the Organization or individual employees under applicable state and federal statutes. The Organization 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 should be retained in perpetuity in the Organization's minute book. The Organization should keep a clean copy of all other Board and Board Committee materials for no less than three years.

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

(f) 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 (10) years.

(g) Marketing and Sales Documents. The Organization should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three (3) 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 (3) years beyond the life of the agreement.

(h) 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 documents detailing the development process are often also of value to the Organization and are protected as a trade secret where the Organization:

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

(ii) has taken affirmative steps to keep the information confidential. The Organization should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the Organization should be retained. The Organization should retain copies of the final contracts for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.

(k) 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.

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

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

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

(a) printed in hard copy and kept in the appropriate file; or

(b) 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 GENERAL PUBLIC**

**11.01 Purpose**

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

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

(b) indicate which documents and materials produced by the Organization 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.

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

Terminus Legion shall provide its Internal Revenue Form 990 (including 990-T, 990-EZ, or 990-N), Form 1023, Bylaws, Conflict of Interest Policy, and financial statements to the general public for inspection free of charge.

**11.03 Means and Conditions of Disclosure**

Terminus Legion shall make “Widely Available” the aforementioned documents on its internet website 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) Terminus Legion 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) Terminus Legion shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

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

Terminus Legion shall submit the Form 990 (including 990-T, 990-EZ, or 990-N) to its Board

Members 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 Organization's Form 990 shall be submitted to each Member of the Board of Board Member's via (hard copy or email) at least ten (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 Organization except the authorized governmental agencies.

(c) Within the Organization, 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 shall be made available to any other person outside the Organization except the authorized governmental agencies.

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

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

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

#### **12.01 Purpose**

Terminus Legion requires and encourages Board Members, 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 Organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Terminus Legion to adhere to all laws and regulations that apply to the Organization and the underlying purpose of this policy is to support the Organization'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 Board Member, Officer, staff or employee reasonably believes that some policy, practice, or activity of Terminus Legion is in violation of law, that person must file a written complaint with the Vice-President or the 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 shall be viewed as a serious disciplinary offense.

### **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 Terminus Legion and provides Terminus Legion 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.

Terminus Legion shall not retaliate against any Board Member, Officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Terminus Legion or of another individual or entity with whom Terminus Legion 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.

Terminus Legion shall not retaliate against any Board Member, Officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Terminus Legion 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 President or Vice-President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. The Board and its appointed committee shall promptly investigate all reports and appropriate corrective action shall be taken if warranted by the investigation. This policy shall be made available to all Board Members, 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 (2/3) of the Board Members.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of Terminus Legion were approved by Terminus Legion's Board Members on this 19th day of October, 2021 and constitute a complete copy of the Bylaws of the Organization.

Secretary:

  
  

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Printed Name: Max McDonald

Date: October 19, 2021