

By-Laws of

Impact 100 Palm Beach County

Article I: Name and Purpose

The name of this corporation is Impact 100 Palm Beach County, Inc.

Article II: Purposes and Powers

2.01 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.

2.02 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. Impact 100 Palm Beach County is a Florida non-profit public benefit corporation.

(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 Impact 100 Palm Beach County, 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 Impact 100 Palm Beach County hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Impact 100 Palm Beach County, 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 Florida.

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 Impact

100 Palm Beach County, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

Article III: Membership

3.01 No Membership Classes

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

3.02 Non-Voting Affiliates

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

3.03 Dues

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

Article IV: Members of the Board of Directors

4.01 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of Impact 100 Palm Beach County shall be managed under the direction of the board, except as otherwise provided by law.

4.02(a) Election of Board of Directors and Terms. The business and property of the corporation shall be managed and controlled by the Board of Directors. Only members of the corporation in good standing shall be eligible for election to the Board of Directors. The initial Board of Directors shall serve a one (1) year term and thereafter members of the Board of Directors shall serve a two (2) year term. Members of the Board of Directors shall not serve more than two (2) consecutive terms on the Board of Directors, unless for the benefit of Impact 100 Palm Beach County a longer term is approved by the Board of Directors. However, Members of the Board of Directors shall be eligible for re-election to the Board one (1) year following the termination of their previous term on the Board. Members of the Board of Directors shall hold office until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies. The Members of the Board of Directors shall be elected by vote of a majority of the Members of the Board of Directors, prior to the conclusion of any applicable two (2) year term.

(b) An officer shall remain on the board for their term in office should their term exceed their elected term limitation.

(c) Members for election to the Board of Directors shall be presented for consideration by the Nominating Committee at least thirty (30) days prior to the board elections meeting.

4.03 Number. The number of initial Members of the Board of Directors of the Corporation shall never be less than seven (7) nor ever exceed 40, but such number may be increased or diminished by amendment to these Bylaws in the manner set forth in Article XII, 12.05 hereof.

4.04 Resignation. Any Member of the Board of Directors may resign at any time by giving written notice of such resignation to the Board of Directors.

4.05 Absences and Vacancies. Board members shall attend at least one-half of the Board Meetings or be subject to removal at the discretion of the Executive Board. Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Members of the Board of Directors made by the Board of Directors, may be filled for the unexpired portion of the term by vote of the Members of the Board of Directors then in office. Any Member of the Board of Directors so elected by the Board of Directors shall hold office until the election and qualification of her successor. Serving the balance of a term of a vacated Board of Directors position shall not count as a term for purposes of the term limitation provisions of 4.02(a) above.

4.06(a) Annual Meetings. At the annual meeting of Members of the Board of Directors, which shall be held prior to the annual meeting of the members, the Board of Directors may meet at a specified location for the purpose of organization, the election of officers, and the transaction of other business. A Member of the Board of Directors shall commence her term at the first meeting of the Board of Directors to be held following the annual meeting of Members of the Board of Directors.

(b) Special Meetings. Special meetings of the Board of Directors may be called by the president and must be called by the president on the written request of the majority of the members of the Board of Directors.

(c) Notice of Meetings. Notice of all Members of the Board of Directors meetings, except as herein otherwise provided, shall be given by delivering written notice at least two (2) days before the meeting to the usual business or residence address of the Member of the Board of Directors or by internet transmission to the Members of the Board of Directors email addresses on record with the Corporation, but such notice may be waived by any Member of the Board of Directors. Notice of a Members of the Board of Directors meetings is not required if the meeting is held pursuant to a prearranged schedule. Any business may be transacted at any regular Members of the Board of Directors meeting. At any meeting at which every Member of the Board of Directors shall be present, even though without any notice or waiver thereof, any business may be transacted.

(d) Action Without Meeting. Action may be taken by the Board of Directors without a meeting if all the Members of the Board consent in writing to such action. Such action may be completed by e-mail. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors.

(e) Chairman. At all meetings of the Board of Directors, the President or President-Elect, or in their absence a chairman chosen by the Members of the Board of Directors present, shall preside.

(f) Quorum. At all meetings of the Board of Directors, a majority of the Members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Members of the Board of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws.

(g) Contracts and Services. The Members of the Board of Directors and officers of the Corporation, may have an interest directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation but the interested Member of the Board of Directors must not participate in any vote related to the contract and must orally recuse themselves from the vote.

(h) **Compensation.** Members of the Board of Directors shall not be compensated for services to the Corporation; provided, however, the Board of Directors shall have power in its discretion to contract for, in writing, and to pay reasonable compensation to Members of the Board of Directors rendering unusual or exceptional services to or for the Corporation in effecting one or more of its purposes.

(i) **Duties.** At the annual meeting of members, the Board of Directors shall provide the members with a report regarding the expenditure and disbursement of the members' dues during that fiscal year. The annual report of Members of the Board of Directors shall be filed with the records of the Board of Directors.

(j) **Removal of Members of the Board of Directors.** Any Member of the Board of Directors may be removed from office by the affirmative vote of a majority of the members of the Board of Directors. Any such Member of the Board of Directors proposed to be removed shall be entitled to at least ten days written notice of the meeting at which such removal is to be voted upon and shall be entitled to be heard at such meeting.

(k) **Committees.** The Board of Directors of the Corporation shall establish committees to conduct Corporation business. The Board of Directors shall determine the scope of each committee as the Board considers to be in the Corporation's best interest. Each Committee shall be chaired by a member of the Corporation.

(l) **Founding Members.** Tandy Robinson, Cindy Krebsbach and Lisa Mulhall are the Founding Members of this Impact 100 chapter and shall remain on the Board of Directors and the Executive Council in perpetuity.

Article V: Officers and Terms of Office

5.01. **Number.** The officers of the Corporation shall be the President, President-Elect, Secretary, Treasurer, Immediate Past President (Advisor) and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors.

5.02. **Election.** The officers shall be elected from the Board of Directors by the Board of Directors at the annual meeting of the Board of Directors. Members for election to the Officers of the Board of Directors shall be presented by the Nominating Committee at least thirty (30) days prior to the board elections meeting.

5.03. **Vacancies.** Any vacancy in the office of president shall be filled immediately by the president-elect. In case any other office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Members of the Board of Directors then in office may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first annual meeting of Members of the Board of Directors next succeeding and until the election and qualification of her successor.

5.04. **President.** The President shall preside at all meetings of members and of the Board of Directors. She shall have and exercise general charge and supervision of the Corporation and shall do and perform such other duties as may be assigned to her by the Board of Directors. She shall serve as an ex-officio member of all committees. The President shall serve a one (1) year term.

5.05. **President-Elect.** At the request of the President, or in the event of her absence or disability, the President-Elect shall perform the duties and possess and exercise the powers of the President; and the President-Elect shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to her by the Board of Directors. The President-Elect shall serve a one (1) year term.

5.06. Secretary. The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. She shall attend and keep the minutes of all the meetings of the Board of Directors and members of the Corporation. She shall keep a record containing the names, alphabetically arranged, of all persons who are members of the Corporation showing their places of residence, and such book shall be open for inspection upon reasonable notice and under reasonable circumstances. She shall, in general, perform all the duties incident to the office of secretary, subject to the control of the Board of Directors. The role of secretary will be all non-financial related tasks included in above description. The Secretary shall serve a one (1) year term.

5.07. Treasurer. The Treasurer shall have charge of such books, documents, and papers as the Board of Directors may determine. She may sign with the President or President-Elect any contracts or agreements authorized by the Board of Directors in the name and on behalf of the Corporation. She shall maintain reports provided by the Foundation pursuant to Article IX, and she shall exhibit such reports at any reasonable time or times to any member upon reasonable notice at the offices of the Corporation. She shall present such reports to the Board of Directors at least every quarter. She (or any other officer authorized by the Board of Directors) shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors. She shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors, and the assistance of the "Foundation", and shall do and perform such other duties as may be assigned to her by the Board of Directors. The role of the treasurer will be all financial-related tasks. The Treasurer shall serve a one (1) year term.

5.08. Advisor to the Board. The immediate Past President shall serve as the Advisor to the Board of Directors and will remain a voting member of the Board. The Advisor will serve a one (1) year term.

5.09. Executive Council. The Executive Council shall consist of the officers and the founders. The term of the Executive Council shall coincide with the terms of the officers.

5.10. Removal and Resignation. Any officer may be removed from office by the affirmative vote of a majority of all the Members of the Board of Directors at any regular or special meeting called for that purpose. Any officer proposed to be removed shall be entitled to at least ten (10) days' notice in writing and of the meeting of the Board of Directors at which such removal is to be voted upon, and shall be entitled to appear before and be heard by the Board of Directors at such meeting. 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.

Article VI: Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws.

Article VII: Contracts, Checks, Loans, Indemnification and Related Matters.

7.01 Contracts and Other Writing.

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the

Corporation by any contract or engagement, or to pledge its credit, or render it liable peculiarly for any purpose or to any amount.

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 of Directors.

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 of Directors 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 of Directors. 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 or officer 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 or officer 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. 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 of Directors or by contract.

Article VIII: Fiscal Year

The fiscal year of the Corporation shall be from July 1st to June 30th.

Article IX: Prohibition Against Sharing in Corporation Earnings

No member, Member of the Board of Directors, officer, or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the Corporation's assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to religious, charitable, scientific, public safety testing, literary, or educational organizations which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended and which organizations carry on activities the same as or similar to those of the Corporation.

Exempt Activities. Notwithstanding any other provision of these Bylaws or its status as an unincorporated corporation, no member, Member of the Board of Directors, officer, employee, or representative of the 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 of 1986 and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Article X: Amendments

Any Member of the Board of Directors may propose amendments. Proposed amendments shall be submitted in writing to the Board of Directors at least fourteen (14) days prior to the vote. The Board of Directors shall have power to make, alter, or rescind the Bylaws of the Corporation by affirmative vote of a majority of the Board at a regular or special meeting of the Board of Directors; provided, however, that notice of the proposed action shall be sent to each member at least seven days prior to the vote, either via U.S. Mail or via email.

Article XI: Standing Committees

The Board of Directors shall appoint a chair to the following standing committee who shall be members of the Board of Directors and shall be governed by the policies and procedures each committee adopts.

- Membership Committee
- Grants Committee
- Grants Compliance Committee
- Nominating Committee
- Grand Awards and other ad-hoc or special committees appointed from time to time.

Article XII: Miscellaneous

12.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors

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

12.02(a) Litigation Relevant Documents. If anyone informs Impact 100 Palm Beach County or any of its Directors or Officers that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then the Board of Officers must preserve those records until it is determined that the records are no longer needed.

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

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

(d) **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.

(e) **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.

(f) **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.

(g) **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.

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

12.03 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.

12.04 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 Impact 100 Palm Beach County 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.

12.05 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 a two-thirds ($\frac{2}{3}$) vote of a quorum of directors at a Board meeting.

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

Article XIII: Counterterrorism And Due Diligence Policy

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Impact 100 Palm Beach County shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Impact 100 Palm Beach County 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.

Impact 100 Palm Beach County 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 XIV: Transparency and Accountability Disclosure of Financial Information With The General Public

14.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Impact 100 Palm Beach County 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:

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

Impact 100 Palm Beach County 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.

14.03 Means and Conditions of Disclosure

Impact 100 Palm Beach County shall make "Widely Available" the aforementioned documents on its internet website: [YOUR ORGANIZATION 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) Impact 100 Palm Beach County 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) Impact 100 Palm Beach County 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.

14.04 IRS Annual Information Returns (Form 990)

Impact 100 Palm Beach County 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.

14.05 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.

14.06 Staff Records

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

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

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

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

14.07 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 XV: Code of Ethics and Whistleblower Policy

15.01 Purpose

Impact 100 Palm Beach County 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 Impact 100 Palm Beach County 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.

15.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Impact 100 Palm Beach County is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

15.03 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.

15.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Impact 100 Palm Beach County and provides Impact 100 Palm Beach County 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.

Impact 100 Palm Beach County 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 Impact 100 Palm Beach County or of another individual or entity with whom Impact 100 Palm Beach County 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.

Impact 100 Palm Beach County shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Impact 100 Palm Beach County 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.

15.05 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.

15.06 Handling of Reported Violations

The board president or president elect 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.

APPROVED: Allen Ballmann
Heidi D. Schutte, Secretary

Approved on May 2, 2018; ratified May 2, 2018