

Amtgard Painted Skies Society (the "Society") Nonprofit Bylaws

Article I Definitions	2
Article II NAME and POWERS	2
Article III MEMBERSHIP	2
Article IV BOARD OF DIRECTORS	3
Article V MEETINGS AND CONDUCT	4
Article VI COMMITTEES	7
Article VII OFFICERS	8
Article VIII CONTRACTS, CHECKS, LOANS, INDEMNIFICATION	10
Article IX MISCELLANEOUS	10
Article X DOCUMENT RETENTION POLICY	11
Article XI TRANSPARENCY AND ACCOUNTABILITY DISCLOSURE OF FINANCIAL INFORMATION TO GENERAL PUBLIC	13
Article XII CODES OF ETHICS AND WHISTLEBLOWER POLICY	14
Article XIII CONFLICT OF INTEREST POLICY	15
Article XIV AMENDMENTS	19

Article I Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

1.2 Definitions in Act apply: The definitions in the Act apply to these Bylaws.

1.3 Conflict with Act or Regulations: If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Article II NAME and POWERS

2.1 Name: The name of this Society shall be The Amtgard Painted Skies Society. The business of the Society may be conducted as The Principality of the Painted Skies, Amtgard BC or the Vancouver Larp Guild

2.2 Powers: The Society 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 purposes for which the Society is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Society may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Article III MEMBERSHIP

3.1 Duties Every member must uphold the constitution of the Society and must comply with these Bylaws.

3.2 Membership Rights: The Society shall have members who have the right to vote for the election of directors, officers, and in matters brought forth for review at annual general meetings.

3.3 Membership Eligibility: All members eligible to participate in the activities hosted by the Society and its lands are deemed eligible for membership. Eligibility for activities shall require, at a minimum, the signing of an appropriate waiver.

3.2 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 Society. 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 on the Society website. Affiliates have no voting rights and are not members of the Society.

3.3 Dues: Any dues for affiliates shall be determined by the Board of Directors. Any dues for voting members shall be determined by a vote of the populace in accordance with the procedures set forth in the Society's Corpora.

3.4 Membership Not in Good Standing: A member is not in good standing if the member fails to sign an appropriate waiver and the member is not in good standing for so long as they remain unwaivered. Suspension or expulsion from participation in the activities of the Society render a member to be not in good standing.

3.5 Member Not in Good Standing May Not Vote: A member who is not in good standing

- (a) may not vote at a general meeting or other elections. And
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Article IV BOARD OF DIRECTORS

4.1 Number of Directors: The Board shall consist of not less than five (5) nor more than (11) Directors, the specific number to be set by resolution of the Board. This board shall be comprised of not less than three (3) nor more than nine (9) directly elected board members in addition to the currently elected Principality Monarch and Prime Minister. The number of Directors may be changed by amendment to the resolution, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

4.2 Powers: All society powers shall be exercised by or under the authority of the Board, and the affairs of the Society shall be managed under the direction of the Board, except as provided by law.

4.3 Terms: (a) Unless a Director dies, resigns, or is removed, they shall hold office for a term of one year or until their successor is elected, whichever is later.

(b) Director terms shall be staggered so that approximately half the number of Directors will end their terms at a given time. In order to achieve this, the initial election will include one(1) to three (3) 6 month terms and two (2) to six (6) one year terms.

(c) There are no term limits for Directors.

(d) The term of office shall be considered to begin at the corresponding Midreign event.

4.4 Qualifications and Election of Directors: Eligibility requirements to serve as a Director on the Board are identified in the Society's Corpora and may be updated or changed by a vote as provided for in the Society's Corpora. Election of directors will follow the procedure as identified in the Society's Corpora.

4.5 Vacancies: A vacancy in the Board of Directors due to resignation, death, or removal shall be filled by election from the voting membership of The Society for the balance of the term of the Director being replaced.

4.6 Removal of Directors: A Director may be removed by two-thirds vote of the Board of Directors currently in office, if: (a) the Director is absent and unexcused from two (2) or more Board meetings in one (1) calendar year (January to January). The Board Chair is empowered to excuse Directors from attendance for a reason deemed adequate by the Chair. The Chair shall not have the power to excuse themselves from the meeting attendance and in that case, the Board Vice Chair shall excuse the Chair.

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

(c) for cause or no cause, a Board member may be removed from the Board with a two-thirds vote of Members in Good Standing of the Society at a properly called Althing, as identified in the Society's Corpora.

Article V MEETINGS AND CONDUCT

5.1 Regular Meetings: The Board of Directors shall have a minimum of four (4) regular meetings each calendar year. By resolution, the Board may specify the date, time, and place for the holding of regular meetings without other notice than such resolution.

5.2 Special Meetings: Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the Chair or any two Directors, or, in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix the location for holding any special Board or committee meeting called by them.

5.3 Notice of Special Meeting: Notice of special Board meetings shall be posted on the official communication platform no less than two days before the meeting. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting.

5.4 Annual General Meeting: The Society shall hold an Annual General Meeting (AGM) once in each calendar year. The AGM may be conducted in person, by electronic means, or in a hybrid format, provided that all members are afforded a reasonable opportunity to attend, participate, and vote. Remote attendance and participation shall be available for every AGM through a suitable electronic platform designated by the Board.

Notice of the date, time, location, and means of remote participation for the AGM shall be made available to all members not less than three (3) months before the meeting. The agenda for the AGM, together with any resolutions or matters requiring member consideration, shall be made publicly available to the membership not less than fourteen (14) days before the meeting.

1. Annual Financial Report

The Society's financial statements and a report on the financial affairs of the Society shall be presented to the members at each Annual General Meeting (AGM).

2. **Voting Rights**

All members in good standing are entitled to vote on all matters properly brought before the AGM, subject to any requirements of applicable legislation and these bylaws.

3. **Acceptance of Financial Report**

Following presentation of the financial statements, the members may accept the financial report by acclamation where there is no objection from the members present.

4. **Member Open Forum**

a. Each AGM shall include an open forum during which all members in attendance shall have a reasonable opportunity to raise questions, provide comments, make suggestions, and discuss matters relating to the Society's activities, governance, programs, and future direction.

b. The Chair shall ensure that all members wishing to speak are given a fair opportunity to do so, subject to reasonable time limits and rules of order established for the meeting.

c. Matters raised during the open forum may be referred to the Board for consideration. Unless a matter has been properly included on the AGM agenda as a voting item, discussion during the open forum shall not constitute a decision or directive of the Society.

d. Any proposal arising from the open forum that requires a vote of the membership may be referred to a future AGM or Special General Meeting in accordance with these bylaws and applicable law.

5. **Matters Reserved for the AGM**

The following matters shall only be considered and decided at an AGM:

a. Amendments to the Society's bylaws;

b. Approval of significant changes to the Society's structure, purposes, or governance;

c. Authorization to apply for, obtain, maintain, or convert to registered charitable status;

d. Voluntary dissolution, winding up, amalgamation, or other disposition of the Society;

e. Any other matter that the Board determines should be decided by the membership at an AGM.

6. **Voting on Reserved Matters**

All matters listed in Section 5 shall be decided by a formal vote of the members and shall not be approved by acclamation.

7. **Required Majority**

Approval of any matter listed in Section 5 shall require the affirmative vote of not less than two-thirds (2/3) of the votes cast by members present and entitled to vote at the AGM.

8. **Member Approval Required**

No action described in Section 5 shall take effect unless approved by the members at an AGM in accordance with these bylaws and applicable law.

5.5 Regular Meeting Procedure: Unless otherwise determined by the Board, Board meetings shall generally proceed in the following order:

a. Call to Order;

b. Attendance and Confirmation of Quorum;

c. Review and Approval of Previous Meeting Minutes;

d. Officer and Committee Reports;

e. Old Business;

Amtgard Painted Skies Society - Board of Directors Bylaws

- f. New Business;
- g. Motions and Voting;
- h. Assignment of Action Items;
- i. Adjournment.

The Chair may vary the order of business when necessary for the efficient conduct of the meeting.

5.6 Motions and Voting Except where otherwise provided in these bylaws, Board decisions shall be made by motion and vote.

The procedure for considering a motion shall be:

- a. A Director clearly states a motion;
- b. Another Director seconds the motion;
- c. Discussion and debate may occur;
- d. The Chair calls for a vote;
- e. The result of the vote is announced by the Chair and recorded in the minutes.

Unless otherwise required by these bylaws, motions shall be approved by a simple majority of Directors present and entitled to vote.

5.6 Public Record of Motions and Votes To ensure transparency and accountability, the Board shall maintain a written public record of its decisions.

- a. The full wording of every motion shall be posted in writing in the Society's official public Board of Directors communication channel.
- b. Every second to a motion shall be recorded and posted in writing.
- c. The vote of each Director on every motion shall be recorded and posted in writing.
- d. The record of motions, seconds, and votes shall remain publicly accessible as part of the Society's official records.

5.7 Approval by Acclamation Approval by acclamation may be used only for routine procedural matters.

The following items may be approved by acclamation where no Director objects:

- a. Approval of meeting minutes; and
- b. Adjournment of a meeting.

Amtgard Painted Skies Society - Board of Directors Bylaws

If any Director objects to approval by acclamation, the matter shall instead be decided by formal motion and vote.

No other Board business shall be approved by acclamation unless expressly authorized elsewhere in these bylaws.

5.8 Closed Meetings The Board may hold a closed meeting or enter a closed session when necessary to discuss confidential, sensitive, legal, personnel, contractual, disciplinary, or other matters where public discussion would not be in the best interests of the Society.

The Board shall publicly announce that a closed meeting or closed session is being held.

Minutes of closed meetings shall be prepared and approved by the Board and shall be posted to the Society's official communication platform within four (4) weeks of the meeting. Information that is confidential, legally privileged, or otherwise protected from disclosure may be redacted from the publicly posted minutes.

5.9 Meeting Minutes Minutes shall be prepared for all Board meetings and shall include:

- a. The date, time, and location of the meeting;
- b. The names of Directors present and absent;
- c. All motions considered;
- d. The names of Directors making and seconding motions;
- e. The results of all votes; and
- f. Any action items assigned during the meeting.

Approved minutes shall be retained as part of the permanent records of the Society.

5.10 Chair of Meetings: The following individual is entitled to preside as the chair of a general meeting:

- (i) the Chair,
- (ii) the Vice-Chair, if the president is unable to preside as the chair, or
- (iii) one of the other directors in attendance at the meeting, if both the Chair and Vice-Chair are unable to preside as the Chair.

5.11 Quorum required

Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a standard meeting unless a quorum of directors is in attendance.

5.12 Quorum for standard meetings

Quorum for the transaction of business at standard meetings is 50% +1 of current sitting Directors.

5.13 Lack of quorum at commencement of meeting

If, within 30 minutes from the time set for holding a standard meeting, a quorum of Directors is not in attendance,

- (a) in the case of a meeting convened on the requisition of Directors, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and, if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Directors that are present constitute a quorum for that meeting.

5.14 If quorum ceases to be present

If, at any time during a standard meeting, there ceases to be a quorum of Directors present, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

5.15 Adjournments by chair

The chair of a standard meeting may, or, if so directed by the Directors at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

5.16 Notice of continuation of adjourned standard meeting

It is not necessary to give notice of a continuation of an adjourned standard meeting or of the business to be transacted at a continuation of an adjourned standard meeting except that, when a standard meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

5.17 Informal Action by the Board of Directors:

Any action required or permitted to be taken by the Board 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 a digital transmission constitutes valid writing. The intent of this provision is to allow the Board to use digital transmissions to approve actions, as long as a quorum of board members gives consent.

Article VI COMMITTEES

6.1 Board Committees: The Board by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such Board committees shall have and exercise the authority of the Directors in the management of the Society, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the Society; (c) amend the Articles of the Societies Act; (d) adopt a plan of merger or consolidation with another Society; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Society not in the ordinary course of business; (f) authorize the voluntary dissolution of the Society or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Society; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, or them by law.

6.1.1 Investigative Committees: When an accusation or concern against a player is brought to the Board as per the Corpora, the Board Chair shall form a committee of two Directors, selected to minimize potential bias as described in addendum of the Society's Corpora

6.2 Advisory Committees: The Board may designate and appoint one or more advisory committees, each of which may consist of at least one Director and one or more other members in good standing to give advice and counsel to the Board. The Board shall establish the charge and tasks for the committee and appoint its chair and members..

6.4 Resignation: Any member of any committee may resign at any time by delivering written notice thereof to the Chair, the Secretary, or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.5 Removal of Committee Members: The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

6.6 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 Articles IV and 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 and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board. 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 society records. The Board may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

Article VII OFFICERS

7.1 Number and Qualifications: The board officers of the Society shall be a Chair, Vice Chair, Secretary, and Treasurer, each of whom shall be elected by the Board. A person may hold more than one office, except that the Chair and Secretary must be different people. The two (2) board directors granted a seat through their positions as Monarch and Prime Minister of the Principality may not hold the role of Chair. 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 another officer authorized by the Board to prescribe the duties and authority of other officers. Other board officers may be elected or appointed by the Board. These board officers shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Additional descriptions of officer roles shall be contained within the onboarding documentation.

7.2 Removal and Resignation: The Board may remove a board officer by majority vote at any time, with or without cause. Any officer may resign at any time by giving written notice to the Society without prejudice to the rights, if any, of the Society 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.

7.3 Board Chair: The Board Chair shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding over meetings of the Board, and shall perform all other duties incident to the office and such duties as assigned to them by the Board.

7.4 Vice Chair: In the event of the death of the Chair or their absence or inability to act, the Vice Chair shall perform the duties of the Chair, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as may be assigned to them by the Chair or the Board.

7.5 Secretary: The Secretary shall: (a) keep or cause to be kept the minutes of all meetings of the Board and minutes which may be maintained by committees of the Board; (b) see that all notices are fully given in accordance with the provisions of the Bylaws or as required by law; (c) be custodian of the records of the Society in accordance with the Societies Act; (d) keep records of the postal address and email address of each member of the Board (e) conduct the correspondence of the Board; (f) filing the annual report of the Society and making any other filings; (g) in general perform all duties incident to the office of the Secretary and such other duties as may be assigned to them by the Chair or the Board.

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 may appoint, with the approval of the Board, a Director to assist in performance of all or part of the duties of the Secretary.

7.6 Absence of Secretary from Meeting: In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

7.7 Treasurer: The Treasurer shall sign a “Statement of Fiduciary Responsibility” as outlined in the Society Corpora. The Treasurer shall have charge and custody of and be responsible for all funds of the Society, in coordination with the Principality Prime Minister; receive and give receipts for moneys due and payable to the Society from any source whatsoever; deposit or ensure the deposit of all such moneys in the name of the Society in the bank selected in accordance with the provisions of these Bylaws; provide financial reports to the Board at its meetings and on request

complete and submit all paperwork/filings associated with the legal functions of the Society including; (a) keeping accounting records in respect of the Society’s financial transactions;(b) preparing the Society’s financial statements;(c) making the Society’s filings respecting taxes; and perform all of the duties incident to the office of the Treasurer and such other duties as assigned to them by the Chair or the Board. The treasurer may appoint, with the approval of the Board, a qualified fiscal agent or member of the organization to assist in performance of all or part of the duties of the Treasurer.

Article VIII CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

8.1 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 Society shall be executed on its behalf by the Treasurer or other persons to whom the Society has delegated authority to execute such documents in accordance with policies approved by the Board.

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

8.3 Deposits: All funds of the Society not otherwise employed shall be deposited within two weeks of receipt to the credit of the Society in such banks, trust companies, or other depository as the Board or a designated committee of the board may select.

8.4 Loans: No loans shall be contracted on behalf of the Society 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.

8.5 Indemnification: (a) Mandatory Indemnification. The Society shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which they were a party because they are or were a Director of the Society against reasonable expenses incurred by them in connection with the proceedings.

(b) Permissible Indemnification. The Society shall indemnify a Director or former Director made a party to a proceeding because they are or were a Director of the Society, against liability incurred in the proceeding, if the determination to indemnify them 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 Society in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of:

- (1) 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
- (2) 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 Society in these Bylaws.

(d) Indemnification of Officers, Agents, and Employees. An officer of the Society who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The Society may also indemnify and advance expenses to an employee or agent of the Society who is not a Director, consistent with British Columbia 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 IX MISCELLANEOUS

9.1 Books and Records: The Society shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by committees of the Board. In addition, the Society shall keep a copy of the Society's Articles as per the Society Act and Bylaws as amended to date.

9.2 Fiscal Year: The fiscal year of the Society shall be from January 1 to December 31 of each year.

9.3 Conflict of Interest: The Board shall adopt and periodically review a conflict-of-interest policy to protect the Society'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.

9.4 Nondiscrimination Policy: The Principality, and its officers, Directors, committee members, employees, and persons served by this Society comply with applicable federal and British Columbia Provincial civil rights laws and do not discriminate on the basis of race, color, national origin, age, disability, sex, gender identity, sexual orientation, marital status, veteran's status, political service or affiliation, or religion.

9.5 Bylaw Amendment: These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board 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 Society to cease to qualify as an exempt Society under the Societies Act or the corresponding section of any future Provincial or 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 vote of the Board; and (c) that all amendments be consistent with the Articles as per the Society Act.

Article X DOCUMENT RETENTION POLICY

10.1 Purpose: The purpose of this document retention policy is to establish standards for document integrity, retention, and destruction and to promote the proper treatment of The Principality records.

10.2 Policy: (a) 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, The Principality 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.

(b) Exception for Litigation Relevant Documents. The Principality expects all officers, Directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, Directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or The Principality informs you, that society 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.

(c) Minimum Retention Periods for Specific Categories.

(1) Society Documents. Society records include the Society's Articles as per the Society Act, By-Laws, and all required tax forms. Society records should be retained permanently. CRA regulations require that these be available for public inspection upon request.

(2) Tax Records. Tax records include, but may not be limited to, documents concerning proof of contributions made by donors, accounting procedures, and other documents concerning the

Society's revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.

(3) Employment Records/Personnel Records. Provincial and federal statutes require the Society to keep certain recruitment, employment and personnel information. The Society should also keep personnel files that reflect performance reviews and any complaints brought against the Society or individual employees under applicable provincial and federal statutes. The Society should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews. 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 (7) years.

(4) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity. A clean copy of all other Board and Board Committee materials should be kept for no less than three (3) years.

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

(6) 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.

(7) Marketing and Sales Documents. The Society should keep final copies of marketing and sales documents for the same period of time it keeps other society 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.

(8) 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 Society and are protected as a trade secret where the Society: (i) derives independent economic value from the secrecy of the information; and (ii) has taken affirmative steps to keep the information confidential. The Society should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(9) Contracts. Final, executed copies of all contracts entered into by the Society should be retained for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

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

(11) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven (7) years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three (3) years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

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

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

(14) Event Records. Financial documentation and attendance records from events, competition documentation, and sports and art workshops attendance records should be kept for seven (7) years.

(15) 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 USB drive maintained by the Secretary of the Board. 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 TO GENERAL PUBLIC

11.1 Purpose. By making full and accurate information about its mission, activities, finances, and governance publicly available, The Principality practices and encourages transparency and accountability to the general public.

This policy will: (a) indicate which documents and materials produced by the Society are presumptively open to members, staff and/or the public

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

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

The details of this policy are as follow:

11.2 Financial and Tax Documents. The Principality shall provide its tax filings, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

11.3 Means and Conditions of Disclosure. The Principality shall make "Widely Available" the aforementioned documents on its internet website: XXXXXXXX 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 CRA (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) The Principality 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) The Principality 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.

11.4 Tax Returns: The Principality shall submit its tax filings in full to its Board of Directors prior to the filing of the form. The Society's filings shall be submitted to each member of the Board via the Board's internet forum at least 10 days before filing with the CRA.

11.5 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.

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

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

(c) Within the Society, 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.

11.7 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 Society except the authorized governmental agencies.

(c) Within the Society, 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

12.1 Purpose. The Principality 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 Society must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of The Principality to adhere to all laws and regulations that apply to the Society and the underlying purpose of this policy is to support the Society's goal of legal compliance. The support of all society staff is necessary to achieve compliance with various laws and regulations.

12.2 Reporting Violations. If any Director, officer, member, staff or employee reasonably believes that some policy, practice, or activity of The Principality is in violation of law, a written complaint may be filed by that person with the Board Chair or Vice Chair.

12.3 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.

12.4 Retaliation. Said person is protected from retaliation only if they bring the alleged unlawful activity, policy, or practice to the attention of The Principality and provide The Principality 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. The Principality shall not retaliate against any Director, officer, member, staff or employee who in good faith, has made a protest or raised a complaint against some practice of The Principality or of another individual or entity with whom Amtgard Northern Lights 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.

The Principality shall not retaliate against any Director, officer, member, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practices of The

Principality 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.

12.5 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 consistent with Investigation.

12.6 Handling of Reported Violations. The Board Chair or Vice Chair shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) 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, members, staff or employees and they shall have the opportunity to ask questions about the policy.

Article XIII CONFLICT OF INTEREST POLICY

13.1 Purpose: The Principality encourages the active involvement of its directors and officers in the community. To be transparent and deal fairly with actual and potential conflicts of interest that may arise as a consequence of community involvement, The Principality adopts the following policy. The purpose of this conflict-of-interest policy is to protect the interests of The Principality as it fulfills its charitable purposes, and when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of The Principality or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable provincial and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

13.2 Policy: Directors and officers are expected to use good judgment, to adhere to high ethical standards, and to conduct their affairs in such a manner as to avoid any actual or potential conflict between the personal interests of a director or officer and those of The Principality. A conflict of interest exists when a director or officer's loyalties or actions are divided between the interests of The Principality and the Director or officer's interests. Both the fact and the appearance of a conflict of interest should be avoided.

13.3 Definitions:

1. Affiliation

An affiliation includes any interests other than financial interests that may influence a director or officer's judgment. An objective test determines whether an affiliation exists between the director or officer and the other person, entity, or organization: whether the involvement or relationship of the director or officer with the other person, entity, or organization is such that it reduces the likelihood that the director or officer can act in The Principality's best interests.

2. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, or organizational affiliation, as defined above, is an interested person.

3. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which The Principality has a transaction or arrangement,
- b. A compensation arrangement with The Principality or with any entity or individual with which The Principality has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which The Principality is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

13.4 Procedures:

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest or organizational affiliation and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest or organizational affiliation and all material facts, and after any discussion with the interested person, they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether The Principality can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. The governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in The Principality' best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict-of-Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

13.5 Records of Proceedings: The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest or organizational affiliation in connection with an actual or possible conflict of interest, the nature of the financial interest or organizational affiliation, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

13.6 Compensation:

a. These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity

b. A voting member of the governing board who receives compensation, directly or indirectly, from The Principality for services is precluded from voting on matters pertaining to that member's compensation.

Amtgard Painted Skies Society - Board of Directors Bylaws

- c. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from The Principality for services is precluded from voting on matters pertaining to that member's compensation.
- d. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from The Principality, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

13.7 Periodic Statements: Each director and officer, at the beginning of their term, shall sign a statement that affirms such person:

- a. Has received a copy of the conflict-of-interest policy,
- b. Has read and understands the policy, and
- c. Has agreed to comply with the policy

13.8 Conflict of Interest Policy

Conflict of Interest Policy Acknowledgment

The undersigned hereby acknowledges that the undersigned:

- (a) Has received a copy of the conflict-of-interest policy,
- (b) Has read and understands the conflict-of-interest policy,
- (c) Has agreed to comply with the conflict-of-interest policy, and

Please check one of the following boxes:

- I have no conflicts or potential conflicts to disclose.
- I have the following conflicts or potential conflicts to disclose (please describe any relevant organizational, professional or business affiliations as well as financial interests):

Date: _____

Print Name: _____

Title: _____

Article XIV AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office at any meeting of the Board.