

**BAY AREA COMMUNITY LAW FOUNDATION**

A California Non-profit Corporation

**AMENDED BYLAWS****ARTICLE I****NAME, FISCAL YEAR AND PRINCIPAL OFFICE****1. Name and Corporate Seal**

The name of this corporation is Bay Area Community Law Foundation, with original bylaws certified by the California Secretary of State on April 27, 1989. There is no corporate seal.

**2. Fiscal Year**

The fiscal year of this corporation is January 1 to December 31, unless changed by resolution of the Board of Directors.

**3. Principal Office**

The principal office for the transaction of the business of the corporation is 558 Capp Street, San Francisco, CA 94110. The directors may change the principal office by Board resolution. The IRS, the California Franchise Tax Board, the California Attorney General, the San Francisco chapter of the National Lawyers Guild and the San Francisco Tenants Union shall be notified of any change.

**ARTICLE II****PURPOSES AND POWERS****2.01 Purpose**

Bay Area Community Law Foundation is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. It shall also be operated for educational and charitable purposes within the meaning of California Revenue and Taxation Code (R&TC) Section 23701 or the corresponding section of any future California tax code. The charitable and educational purposes funded will support, benefit, or carry out the purposes of either or both the San Francisco Bay Area Chapter of the National Lawyers Guild and the San Francisco Tenants Union.

**2.02 Powers**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions, the leasing of its premises and the support and maintenance of its premises and corporate status.

### **2.03 Nonprofit Status and Exempt Activities Limitation.**

**(a) Nonprofit Legal Status.** **Bay Area Community Law Foundation** is a California non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

**(b) Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2), 2055(a)2, 2106(a)(2)(A)(ii), 2522(a)(2) or 2522(b)(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) Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**(c) Distribution Upon Dissolution.** Upon termination or dissolution of Bay Area Community Law Foundation, 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 Bay Area Community Law Foundation hereunder shall be selected in the discretion of a majority of the Board 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 Bay Area Community Law Foundation, by one (1) or more of its controlling organizations (San Francisco Bay Area Chapter of the National Lawyers Guild and San Francisco Tenants Union) 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.

### **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, income and franchises, any reference to “members” in this or any other organizational document notwithstanding.

#### **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. 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.

### **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### **4.01 Number of Directors**

Bay Area Community Law Foundation shall have a board of directors consisting of at least 5 and no more than 15 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors. However, a majority of the directors at any time shall have been nominated for election by the San Francisco Chapter of the National Lawyers Guild.

#### **4.02 Powers**

All corporate powers shall be exercised by or under the authority of the board and the affairs of Bay Area Community Law Foundation shall be managed under the direction of the board, except as otherwise provided by California law.

#### **4.03 Terms**

- (a) All directors shall be elected to serve a two year term, however the term is automatically extended until a successor has been elected.
- (b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.
- (c) Directors may serve consecutive terms.
- (d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.
- (e) Three directors serving terms at the time of the adoption of these Bylaws shall be considered to have begun their terms on January 1, 2018 and two directors shall be considered to have begun their terms on January 1, 2017.

#### **4.04 Qualifications and Election of Directors**

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and nominated for election by either the San Francisco Chapter of the National Lawyers Guild or the San Francisco Tenants Union. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in December of each year.

#### **4.05 Unexpected Vacancies**

At any duly noticed meeting, the board of directors may fill vacancies due to resignation, death, or removal of a director or may appoint new directors to fill new board positions, subject to the maximum number of directors under these Bylaws.

#### **4.06 Resignation and Removal of Directors**

Any director may resign, effective on giving written notice to the president, unless the notice specifies a later time for the resignation to become effective. However, a director may not resign if the corporation would then be left without a duly selected director in charge of its affairs.

A director may be removed by two-thirds ( $\frac{2}{3}$ ) vote of the board of directors then in office, if:

- (a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board secretary shall excuse the president. Excuses shall be noted in the minutes. Or:
- (b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

#### **4.07 Board of Directors Meetings.**

(a) Regular Meetings. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or at least forty-eight (48) hour notice delivered personally or by telephone or text. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 48 hour notice to each director of the date, time, and place, but not the purpose, of the meeting delivered personally, by telephone or text. All types of action may be taken at such a meeting if there is a quorum present.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with California law, including by participation in a meeting. Waiver of notice of and consent to action taken at any prior meeting shall be recorded in the minutes of the next following meeting.

(d) Agenda. The President shall prepare an agenda. However, any Board member may bring a matter to the Board for action or consideration.

(e) Manner of Participation: Board members may participate in meetings by telephonic or electronic methods, including via computer, so long as all participants can hear each other.

(f) Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place within 24 hours after adjournment without further notice. All meetings taking place beyond this 24 hour period must be noticed as prescribed in subsections a and b above.

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

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not able to hear and be heard.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(c) Informal Action By The Board of Directors. While it is the intent of this corporation that actions taken by the Board of Directors be taken to the extent possible at regular meetings after notice, any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be agreed to by the majority of a quorum. For purposes of this section a text or e-mail transmission from a

Board members' e-mail address or text number constitutes a valid writing. The intent of this provision is to allow the board of directors to use email and texts to approve actions, as long as a quorum of board members gives consent to take action *prior to* the action. Such an action may also be re-confirmed by a majority vote of a quorum or otherwise noted for inclusion in the minutes at the following regular meeting.

(c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president if present or the treasurer if the president is not present shall have the power to decide the vote.

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

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

#### **4.10 Compensation for Professional Services by Directors**

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law. However, not more than 49% of the persons serving on the Board at any time may be an interested person. An interested person is one who is 1) compensated by the corporation for services rendered to it in the previous 12 months, whether as a full or part-time employee, independent contractor or otherwise, or 2) a 1<sup>st</sup> degree relative of such person whether by blood, civil union or marriage.

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

#### **5.01 Committees**

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also require approval of the full board;
- (b) fill vacancies on the board of directors or of any committee which has the authority of the board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the board of directors which by its express terms is not so

- (e) appoint any other committees of the board of directors or the members of these committees;
- (f) expend corporate funds to support a nominee for director; or
- (g) approve any transaction (i) to which the corporation is a party and one or more directors have a material financial interest; or (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

## **2. Meetings and Action of Committees**

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

## **ARTICLE VI OFFICERS**

### **6.01 Board Officers**

The officers of the corporation shall be members of the Board of Directors. The officers shall be a board president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board. Additionally, the board may choose to elect a vice-president. One person may hold two board offices, except for president and vice-president, but no board officer may act in more than one capacity where action of two or more officers is required. In any roster of officers, at least one position must be held by a director appointed by the SF Tenants Union.

### **6.02 Term of Office**

Each officer shall serve a two-year term of office and may not serve more than three (3) consecutive terms of office unless unanimously elected by the board at the end of his/her three (3) terms or to fill a vacancy in an officer position. Each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected. A vacancy in any office

occurring for any reason, including death, may be filled in accordance with these Bylaws at any time.

### **6.03 Removal and Resignation**

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 President or the Secretary 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, and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

### **6.04 Board President**

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including giving proper notice of meetings, and if present at a meeting, preparing an agenda for and presiding at the meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

### **6.05 Vice President**

In the absence or disability of the board president, if there is a vice-president designated by the board of directors, that person shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice-president, if there is one, shall normally accede to the office of board president upon the completion of the board president's term of office.

### **6.06 Secretary**

The secretary shall keep or cause to be kept at the principal office of the corporation an up-to-date roster of directors and their contact information, a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president, including those of a vice-president should one not be elected.

### **6.07 Treasurer**

The treasurer shall be the lead director for oversight of the financial condition and conduct of the financial affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results, through quarterly reports or as required by the board of directors. In conjunction with other directors or



officers, the treasurer shall oversee budget preparation, tax filings and other annual regulatory filings. The treasurer shall perform all duties properly required by the board of directors or the board president, including but not limited to hiring an accountant, tax preparer, bookkeeper, insurance agent or auditor.

- (a) Books of Account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.
- (b) Deposit and Disbursement of Money. The treasurer shall deposit or cause to be deposited all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors upon the treasurer's advice and shall disburse or cause to be dispersed the funds of the corporation as may be ordered by the board of directors specifically or as a general order.
- (c) Grant Accounting. The treasurer shall keep and maintain or cause to be kept and maintained, the requirements for accounting to any grantor to the corporation for the use of grant funds and oversee the keeping of the required records and production of any required financial report to a grantor.

## **ARTICLE VII**

### **CONTRACTS, CHECKS, LOANS,**

### **INDEMNIFICATION AND RELATED MATTERS**

#### **7.01 Contracts and other Writings**

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by an officer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

#### **7.02 Checks, Drafts**

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

#### **7.03 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the

credit of the corporation in such banks, trust companies, credit unions or other depository as the board or a designated committee of the board may select.

#### **7.04 Loans**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by prior resolution of the board. Such authority may be general or confined to specific instances.

#### **7.05 Indemnification**

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

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

### **ARTICLE VIII**

### **MISCELLANEOUS**

#### **8.01 Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, 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. The corporation shall also keep a correct and complete set of policies adopted and amended to date. In addition, the corporation shall keep a copy of the corporation's Articles of

Incorporation, Bylaws as amended to date, IRS Letters of Determination, Form 1023 and 5227, California Franchise Tax Board Letters of Exemption and at least 7 years of tax filings and other regulatory filings.

## **8.02 Conflict of Interest**

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

## **8.04 Nondiscrimination Policy**

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Bay Area Community Law Foundation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, color, religion, or national origin.

## **8.05 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board 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 IX**

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

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Bay Area Community Law Foundation 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, Bay Area Community Law Foundation 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

Bay Area Community Law Foundation shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

## **ARTICLE X**

### **DOCUMENT RETENTION POLICY**

#### **10.01 Purpose**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Bay Area Community Law Foundation records.

#### **10.02 Policy**

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

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

Section 2. Exception for Litigation Relevant Documents. Bay Area Community Law Foundation 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 Bay Area Community Law Foundation informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

**Section 3. Minimum Retention Periods for Specific Categories**

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

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the 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) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

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

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

(g) 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.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

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

(ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for

at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the 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.

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

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

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

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

**Section 4. Electronic Mail. E-mail, Texts that need to be saved should be either:**

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

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

(iii) read verbatim into the minutes of an immediately subsequent meeting.

**ARTICLE XI**

**Transparency and Accountability**

**Disclosure of Financial Information With The General Public**

**11.01 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly available, Bay Area Community Law Foundation 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:

## **2. Financial and IRS documents (The form 1023 and the form 990)**

Bay Area Law Foundation 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.

## **3. Means and Conditions of Disclosure**

Bay Area Law Foundation shall make “Widely Available” the aforementioned documents on its internet website: **www.bacflf.org** 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) Bay Area Community Law Foundation 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) Bay Area Community Law Foundation shall inform anyone requesting 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 of receipt for mailed requests.

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

Bay Area Law Foundation 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 directors (via hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

### **11.05 Board**

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

**11.06 Staff Records**

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the 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.

**11.07 Donor Records**

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;
- (d) donor records shall be made available to the board when requested.

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

**12.01 Purpose**

Bay Area Community Law Foundation 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 Bay Area Community Law Foundation to adhere to all laws and regulations that apply to the corporation and the purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieve compliance with various laws and regulations.

**12.02 Reporting Violations**

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Bay Area Community Law Foundation is in violation of law, a written complaint must be filed by that person with the secretary or the board president.

**12.03 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the law must be



acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

#### **12.04 Retaliation**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Bay Area Community Law Foundation and provides the Bay Area Community Law Foundation 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.

Bay Area Community Law Foundation 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 Bay Area Community Law Foundation or of another individual or entity with whom Bay Area Community Law Foundation 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.

Bay Area Community Law Foundation shall not retaliate against any director, officer, staff or employee who discloses or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Bay Area Community Law Foundation that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

#### **12.05 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

#### **12.06 Handling of Reported Violations**

The board president or secretary shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staff or employees and they shall have the opportunity to ask questions about the policy.

**ARTICLE XIII**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

**13.01 Amendment**

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

**CERTIFICATE OF ADOPTION OF AMENDED BYLAWS**

I do hereby certify that the above stated Amended Bylaws of Bay Area Community Law Foundation were approved by the Bay Area Community Law Foundation board of directors on April 6, 2018 and constitute a complete copy of the Amended Bylaws of the corporation.

  
\_\_\_\_\_  
Andrea Biren, Secretary

Date: 4/6/18