

Ankeny Choral Music Parent Organization

An Iowa Non-Profit Corporation

BYLAWS

September 3, 2024

ARTICLE I

NAME

1.01.1 Name

The name of this corporation shall be Ankeny Choral Music Parent Organization (“ACMPO”). The business of the corporation may be conducted as ACMPO or Ankeny Choral Music Parent Organization.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

ACMPO 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.

- A. To provide financial support to the Ankeny High School, Parkview Middle School and Southview Middle School Choral Music program which includes student members of choral groups, show choir groups and Choral Music program support groups (i.e., show band and student crew) sponsored by Ankeny High School, Southview Middle School, and Parkview Middle School hereafter referred to as Participants.
- B. To promote a high level of support through fundraising, volunteering and event planning among Participants, parents, Ankeny High School, Parkview Middle School, and Southview Middle School faculty and spectators.
- C. To support each Participant with good moral character.
- D. To provide facilities and equipment necessary for the safe operation of said Corporation.
- E. To support the opportunity for each Participant regardless of race, religion, sexual orientation, or physical/mental ability.
- F. To establish and maintain rules and regulations providing fairness to all Participants.
- G. To organize and facilitate camps, performances, shows, competitions and other activities through a partnership with the Ankeny Community School District.

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. Any dues for activities shall be determined by the Board of Directors.

2.03 Nonprofit Status and Exempt Activities Limitation.

- A. Nonprofit Legal Status. ACMPO is a Iowa nonprofit 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) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
- C. Distribution Upon Dissolution. Upon termination or dissolution of the ACMPO, 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.
- D. The organization to receive the assets of the ACMPO hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its Directors 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 the ACMPO, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Iowa.
- E. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the ACMPO, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Iowa to be added to the general fund.

ARTICLE III **MEMBERSHIP**

3.01 Membership

The corporation shall have no members with ownership interest.

ARTICLE IV **BOARD OF DIRECTORS**

4.01 Number of Directors

ACMPO shall have a Board of Directors consisting of no more than 15 directors. This includes all directors, including officers and at large directors.

4.02 Powers

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

4.03 Terms

- A. All directors shall be elected to serve a minimum of a one-year term, however the term may be extended until a successor has been elected.
- B. Director terms may be staggered so that approximately half the number of directors will end their terms in any given year.
- C. Directors may serve terms in succession.
- D. The term of office shall be considered to begin July 1 and end June 30 of the subsequent year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

- A. In order to be eligible to serve as a Director on the Board of Directors, the individual (Qualified Individual) must be 18 years of age and a parent/guardian of a Participant for the school year of the Director's term. All members of the Board of Directors must reside within the Ankeny Community School District or have a child attending the Ankeny Community School District.
- B. The election of directors to replace those who have fulfilled their term of office shall take place at the regular meeting in June of each year. If the election of the Directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Directors. Each Director shall hold the office until his or her successor shall have been duly elected and qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Elections or appointments of Directors or agents shall not of itself create contract rights. Nominations must be submitted at least 15 days prior to elections. All nominations will be posted on the website or distributed via electronic mail in the event a website has not been developed at the time the nominations period has expired.
- C. Unexpected Vacancies. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the board be elected at any board meeting by the majority vote

of the existing Board of Directors for the balance of the term of the director being replaced.

4.05 Nominations

Nominations to be a member of the Board of Directors will be sought from Qualified Individuals as otherwise defined in this Article. Nominations are to be submitted via the designated email or other electronic method to the designated Elections Board Director, via a first-class letter to the ACMPO PO Box, or via an electronic form. An email will be sent to parents/guardians of a Participant with information on how to nominate themselves or other qualified individuals. This email will be sent 3 weeks prior to the last day of school and repeated 10 days prior to the last day of school. Nomination information will also be posted on the ACMPO website and published on ACMPO related social media accounts. Any person nominated by another will be contacted by the person conducting the election to ensure acceptance of the nomination.

4.06 Elections

The election of Directors to replace those who have fulfilled their term of office shall take place the first Monday after the last day of the school year, or as soon after as is convenient. The election will last 48 hours. Voting will be done electronically. A link to access the ballot will be sent via email to the family (parents or guardians) of a Participant. One vote will be recorded for each Participant.

The election shall be conducted by an outgoing Director. In the event such a person is not available a non-interested third party will be sought. The person conducting the election will be approved by a 2/3rds vote of the Board of Directors in office at the time. An election email will be used and will only be accessible during the nomination and election timeframes by the person conducting the election. Election results will be shared with all nominees and the current Board of Directors, will be recorded in the Board minutes, and will be stored electronically per the document storage guidelines. The election email password will be changed after the election and given to the Communications Officer and current President.

4.07 Directors Term

Each Director shall hold the office until his or her successor shall have been duly elected and qualified, until his or her death, or until he or she shall resign or until he or she shall have been removed in the manner hereinafter provided. Elections or appointments of a Directors or agent shall not of itself create contract rights.

- A. Vacancies. Vacancies in the Board of Directors due to resignation, death or removal shall be filled by the board at the next available board meeting by a 2/3 vote of the existing Board of Directors for the balance of the term of the director being replaced.

4.08 Expectations

Each director should regularly attend meetings and carry out the duties for their role as outlined later in this document. Failure to meet Expectations will be addressed by the Board in Removal of Directors. Any director who misses two meetings without prior notification of the Executive Board in one fiscal year, may be removed from their position on the board. A director who misses four or more meetings with notification, will be encouraged to step down from their

position in the interest of ensuring the efficiency of the organization. Failure to meet expectations will be addressed by Board in Removal of Directors in the next section

4.09 Removal of Directors

A director may be removed by two-thirds ($\frac{2}{3}$) vote of the Board of Directors then in office, for cause or no cause. If the board is considering removing a director, the board will notify the director in writing or electronic communication twenty (20) days prior to the meeting of its intention to discuss his/her case at the next meeting, and the director will be given the opportunity to be heard at the board meeting.

4.10 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 forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified. The annual meeting to elect Directors shall be held in June of each year.
- B. Special/Closed Meetings. Special/Closed meetings of the board may be called by the concurrence of the President and Vice President or any two (2) other Directors of the Board of Directors. A special/closed meeting must be preceded by at least 2 days' notice through an approved method to each Director of the date, time, and place, but not the purpose, of the meeting.
- C. Order of Business. At the regular meetings of the Board, the following shall be the order of business:
 - 1. Reading and approval of the agenda
 - 2. Reading and approval of the minutes of the previous meeting
 - 3. Report of the Vocal Music Directors
 - 4. Report of the Treasurer
 - 5. Report of the Committees
 - 6. Unfinished business
 - 7. New business
 - 8. Adjournment
- D. Manner of Voting. For in person voting, the voting on all Motions coming before the Board shall be by roll call, and the yeas and nays shall be entered upon the minutes of such meeting. Except on the election of officers which may be by ballot or another Officer request. All other questions shall be by voice vote. No proxy voting allowed.
- E. Waiver of Notice. Any director may waive notice of any meeting, in accordance with Iowa law.
- F. Informal Action By The Board of Directors. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an email address on record

constitutes valid writing. Such votes to be added as an addendum to the prior meeting minutes. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of board Directors gives consent.

4.11 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 present.
- B. Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors constituting a quorum shall be the act of the board.
- 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 or vice-president in the order present shall have the power to swing the vote based on his/her discretion. If neither the president nor vice-president is available, the vote will be suspended until the president or vice-president is present or a new vote by the board is taken and does not result in a tie.
- D. Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.12 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors.

4.13 Reimbursement for Expenses Incurred by Directors Directors are not restricted from being granted reimbursement for reasonable and necessary expenses incurred on behalf of the corporation not to exceed \$250. Such reimbursement must be reviewed and approved by the Treasurer and President in accordance with the board Conflict of Interest policy and state law.

ARTICLE V **VOLUNTEER COMMITTEES**

5.01 Volunteer Committees

The Board of Directors may, by the resolution adopted by a 2/3rds majority of the Directors, create or retire a committee(s). At the first meeting of the fiscal year, the Committee Chairs for the upcoming year will be selected. Nominations and voting will be conducted in an open manner. Directors will be nominated, either by themselves or others, to chair a committee. If nominated by others the Director has the choice to accept or decline. Committee Chairs must be approved by a majority vote of Directors.

5.02 Committee Names

The Board of Directors will create and maintain committees as the needs of the organization demand. Committees can include but are not limited to: Julefest, Costumes and Apparel, Fundraising, Stage Equipment and Transportation, Volunteer Coordinator, Senior Recognition, Spirit Wear, Parkview Representative, Southview Representative

5.03 Changes to Committees

The Board of Directors may add, change or eliminate committees as the need arises with a simple majority vote of a quorum present at a regular board meeting.

5.04 Volunteer Committee Meetings

Meetings and action of the committees shall be governed by and held in accordance with the provisions of Article V of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate Directors, 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 a board president, vice-president, secretary, and treasurer, and communications chair, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required. At the first meeting of the fiscal year the Officers for the upcoming year will be selected. Nominations and voting will be conducted via a closed ballot. Directors will be nominated, either by themselves or others, to be an Officer. If nominated by others, the Director has the choice to accept or decline. The current Secretary will count and announce all ballots received. Officers must be approved by a 2/3rds majority vote of the Directors.

6.02 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the Board of Directors in performing its duties and responsibilities, including, if

present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

6.03 Vice President

In the absence of disability of the board president, the vice-president shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and 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 on the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

6.04 Secretary

The secretary shall keep or cause to be kept a record of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary. The Secretary shall be responsible for the annual review of the Bylaws and the Officer elections.

6.05 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure prepare and present a Profit and Loss or Income and Expenses report to be presented to the full Board of Directors at each monthly meeting as part of the Treasurer's report. Monthly reports shall be uploaded to the ACMPO shared Google Drive and shall be included in the meeting materials emailed out before each monthly meeting. If the Treasurer is unable to attend a meeting, a Treasurer's Report is still expected except in extenuating circumstances. The Treasurer may ask another member of the Executive Committee to present the report in their place. The treasurer shall perform all duties properly required by the Board of Directors or the board president. The treasurer may appoint, with approval of the board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

6.06 Communications Director

The communications chair shall be the lead director for oversight of the Coordination with the Vocal Music Directors at each school, Website, Social Media sites, communications, Creation and Management of email accounts and all other duties directed by the Board.

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 the treasurer 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, or other depository as the board or a designated committee of the board may select. Checks, cash, cashier's checks, money orders and the like shall be deposited within ten days of issuance. Credit/debit transactions shall be transferred to the organization's designated financial institution within 30 days of the transaction.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. 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 Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Iowa 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.

7.06 Direct Contributions to Ankeny Choral Music Activities Fund

The organization may make direct contributions to the Ankeny Choral Music Activities Fund at regular intervals, on an as-needed basis, or by the request of Choral Music Program Directors. Contributions shall be proposed as motions, voted on by a quorum of the Board of Directors and recorded in the meeting minutes. Approved contributions shall be made within five business days by check and may be mailed or hand-carried to the high school for deposit.

7.07 Reimbursements and Expenditures Without Board Approval

Board and committee members are authorized to spend up to \$250 or the amount of their committee budget (whichever is higher) without prior board approval.

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. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the corporation shall be from July 1 to June 30 of each year.

8.03 Conflict of Interest

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

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 ACMPO not to discriminate on the basis

of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board 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 **DOCUMENT RETENTION POLICY**

9.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of ACMPO records.

9.02 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. Meeting notes, Banking, finance, tax, and correspondence shall be kept for a minimum of seven years after the first transaction or event. Final, execution copies of all contracts entered into by the corporation should be retained indefinitely until terminated. 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.
- B. 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.

9.03 Document Retention

The board Secretary will use a specific and separate email address to create and maintain an electronic document repository to store and share Board-related information. This email address will be separate from any other email addresses used for communication purposes, and Board Directors will be granted access to the repository through use of their own individual email addresses.

The Secretary will create folders in the repository to hold the following information:

- A. Monthly Board minutes and any additional board actions taken outside of a regularly scheduled Board meeting in PDF format,
- B. Monthly financial statements in PDF format,
- C. Copies of the original By-laws as well as all amended copies in PDF format,
- D. Election information with results in PDF format,
- E. Committee information for each committee, and
- F. Any other board-related information.
- G. All electronic documents maintained by the Secretary will be shared with current Directors. The Secretary is responsible for removing access of past Directors and adding new Directors.
- H. All Directors will have the ability to upload/create/add documents to any folder as needed. Any new folders created must be shared with all Directors. Modification or removal of any document must be approved by the Secretary.
- I. The Secretary will be responsible for annual backup of critical Board information and verification of the official Board documents.

ARTICLE X
TRANSPARENCY AND ACCOUNTABILITY
DISCLOSURE OF FINANCIAL INFORMATION TO THE PUBLIC

10.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, ACMPO 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 follows:

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

ACMPO 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.

10.03 Means and Conditions of Disclosure

ACMPO shall make "Widely Available" financial records and forms on its internet website be viewed and inspected by the general public.

10.04 IRS Annual Information Returns (Form 990)

The Treasurer shall oversee the preparation and submission of the Form 990 (or its alternate) timely to the IRS. ACMPO shall share the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

10.05 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.

10.06 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.

10.07 Donor Records

- A. All donor records shall be available for consultation by the Directors 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 XI

CODES OF ETHICS AND WHISTLEBLOWER POLICY

11.01 Purpose

ACMPO 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 ACMPO to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance.

The support of all corporate staff is necessary to achieve compliance with various laws and regulations.

11.02 Reporting Violations

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

11.03 Acting in Good Faith

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

11.04 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.

11.06 Handling of Reported Violations

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

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

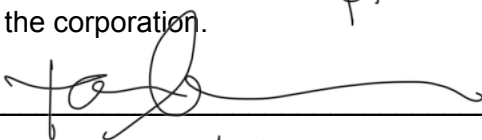
ARTICLE XII **AMENDMENT OF ARTICLES OF INCORPORATION**

12.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of ACMPO were approved by the ACMPO Board of Directors on Sept 4, 2024 and constitute a complete copy of the Bylaws of the corporation.



Tara Anderson, Board Secretary

Date: 9/4/24