



# NDPIO

## NORTH DAKOTA PUBLIC INFORMATION OFFICER ASSOCIATION

**North Dakota Public Information Officer Association**  
A North Dakota Non-profit Corporation

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# Certificate of Adoption of Bylaws

## BYLAWS

### ARTICLE I: NAME

#### *1.01 Name*

The name of the organization is North Dakota Public Information Officer Association (herein “NDPIO”). These Bylaws shall regulate the affairs of NDPIO, subject to the provisions of NDPIO’s Articles of Incorporation and any applicable provisions of the North Dakota Century Code 10-33 Nonprofit Corporations as amended from time to time.

### ARTICLE II: PURPOSES AND POWERS

#### *2.01 Purpose*

NDPIO is a non-profit corporation and shall be operated exclusively for educational, literary or 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.

The entire purpose of NDPIO is to promote the utmost in professional standards and conduct of North Dakota local, state, tribal and federal public information officers. NDPIO shall encourage such public information officers to work toward consistency in their credibility, to accurately and fairly convey the goals and objectives of their respective agency, and to maintain a positive relationship with news organizations and the general public. The NDPIO shall provide comprehensive training that effectively addresses the needs of public information officers with different levels of experience and to evaluate the effectiveness of training already offered.

#### *2.02 Powers*

NDPIO 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 limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of

any future United States Internal Revenue law.

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

(a) **Nonprofit Legal Status.** NDPIO is a North Dakota 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

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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 of dissolution of NDPIO, 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 NDPIO hereunder shall be selected in the discretion of the president of the board, giving preference if practicable to organizations, which, at least generally, include a purpose similar to NDPIO. If no applicable organization exists, then the distribution of assets will go to the treasurer of the state of North Dakota to be added to the general fund.

## **ARTICLE III: MEMBERSHIP**

### ***3.01 Membership Classes***

Membership in NDPIO shall be divided into two classes: Regular and Associate

### ***3.02 Regular Membership***

*Amended: April 30, 2024*

Regular membership shall be open to any full-time or part-time information officer employee by any local, county, state, tribal or federal public safety agency in North Dakota. Annual dues shall be determined by the Board of Directors and ratified by a majority vote of regular association members present and voting at the annual conference. The Board of Directors may adopt group membership policies and pricing based on the regular membership rates, with a majority vote by the Directors. Membership in NDPIO shall automatically qualify a member for a regional network.

In addition, NDPIO membership is open to communicators who are identified as public information officers or specialists who work in positions whose responsibility is to provide support for government agencies including local, state, tribal and federal. Individuals who work in organizations that provide welfare and safety of the public may be admitted to the organization at the discretion of the Board.

### ***3.03 Associate Membership***

Associate membership shall be open to all retired public information officers and students.

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Associate members shall not be eligible to hold office or vote at the state or regional level. Annual dues of associate members shall be equivalent to one-half that of regular members.

### ***3.05 Non-Voting Affiliates***

*Repealed: April 30, 2024*

### ***3.06 Dues***

*Repealed: April 30, 2024*

## **ARTICLE IV: REGIONS**

### ***4.01 Regional Networks***

NDPIO shall form regional networks whose numbers, sizes and composition will be determined from time to time by the Board of Directors. Following each change, the Board of Directors shall publish a map showing these regions and it shall be distributed to all members in good standing.

### ***4.02 Regional Leader***

*Amended April 30, 2024*

The NDPIO Board of Directors shall appoint a Regional Leader for each region who shall organize and oversee activities as they relate to the mission of NDPIO. Leaders shall report back to the Board of Directors.

## **ARTICLE V: MEETINGS**

### ***5.01 Annual Training Conference***

NDPIO shall meet annually at a place and time to be decided by the Executive Committee. This meeting shall be known as NDPIO Annual Training Conference and will be held in accordance with the goals and objectives of NDPIO. This conference will also be held for the purpose of conducting other business as may come before the membership and, on alternating years, the election of officers for the coming two-year period.

A quorum shall be required at all meetings of the Executive Committee in order to conduct official business. Such quorum shall consist of a majority of NDPIO's elected officers.

### ***5.02 NDPIO 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 chosen by the board. Board meetings shall be held upon four (4) days' notice by electronic mail. When sent by electronic mail, the notice shall be deemed delivered upon its deposit in the 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. A special meeting must be preceded by at least 24 hours' notice to each director, including the date, time and place, but not the purpose, of the meeting.

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(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with North Dakota law.

### ***5.03 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 present at a meeting at which a quorum is present shall be the act of the board.

(c) Hung Board Decisions. On the occasion that NDPIO Board of Directors are unable to make a decision based on a tied number of votes, the president or treasurer, in the order of presence, shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the NDPIO 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.

### ***5.04 Regional Network Meetings***

Regional networks shall meet at times and locations mutually agreeable to the members of that region.

## **ARTICLE VI: NDPIO BOARD OF DIRECTORS**

### ***6.01 Number of Directors***

NDPIO shall have a NDPIO Board of Directors consisting of at least four (4) and no more than fifteen (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.

## **6.02 Powers**

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

## **6.03 Terms**

*Amended: April 30, 2024*

(a) All directors shall be elected to serve a two-year term; however, the term may be extended until a successor has been elected.

(b) Director terms shall be staggered so that approximately half the number of directors shall end

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their terms in any given year.

(c) Directors may serve terms in succession.

(d) The terms of office shall be considered to begin Jan. 1 and end Dec. 31 of the second year in office, and July 1 to end June 30 of the second year in office to allow for staggering the terms, unless the term is extended until such time as a successor has been elected.

## **6.04 Qualifications and Election of Directors**

Directors may be elected at any board meeting by the majority vote of the existing NDPIO Board of Directors. The election of directors to replace those who have fulfilled their term of office shall take place in Dec. of the previous year.

## **6.05 Vacancies**

The NDPIO Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the NDPIO Board of Directors due to resignation, death or removal shall be filled by the board for the balance of the term of the director being replaced.

## **6.06 Removal of Directors**

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

(a) the director is absent and unexcused from two or more meetings of the NDPIO 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 vice president shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the board at which a vote on removal shall 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.

#### ***6.07 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.

#### ***6.08 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.

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#### ***6.09 Informal Action By NDPIO Board of Directors***

*Added via Amendment: April 30, 2024*

Any action required or permitted to be taken by the NDPIO 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 electronic correspondence from a board member on record constitutes a valid writing. The intent of this provision is to allow the NDPIO Board of Directors to use electronic communication to approve actions, as long as a quorum of board members gives consent.

### **ARTICLE VII: COMMITTEES**

#### ***7.01 Executive Committee***

*Added via Amendment: April 30, 2024*

An Executive Committee shall be comprised of the President, Vice President, Treasurer, and Secretary. The Executive Committee shall provide organizational oversight, have the authority to make urgent decisions, and enforce board policies.

#### ***7.02 Committees***

*Amended: April 30, 2024*

The NDPIO 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 one or more directors, to serve at the pleasure of the board.

The NDPIO Board of Directors shall appoint a Chairperson and approve a charter for each Committee. The Chairperson shall consult with the NDPIO Board of Directors to determine the membership of the Committee. Each Committee will be comprised of at least three members and no more than nine members, with the Chairperson being included in the count of members.



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 requires board members' approval or approval of a majority of all members;
- (b) fill vacancies on the NDPIO Board of Directors of in any committee which has the authority of the board;
- (c) amend or repeal bylaws or adopt new bylaws;
- (d) amend or repeal any resolution of the NDPIO Board of Directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the NDPIO 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.

### ***7.03 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. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The NDPIO Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

### ***7.04 Informal Action By NDPIO Board of Directors***

*Moved to Article VI Section 6.09 via Amendment: April 30, 2024*

## **ARTICLE VIII: OFFICERS**

### ***8.01 Board Officers***

The officers of the corporation shall be a board president, vice president, secretary, and treasurer, all of whom shall be elected by NDPIO membership. 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 NDPIO 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.

### ***8.02 Term of Office***

Each officer shall serve a two-year term of office and may not serve more than two (2) consecutive terms of office.

### ***8.03 Removal and Resignation***

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

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### ***8.04 Board President***

The board president shall be the principal elected officer of the board.

- In general, leads NDPIO Board of Directors in performing its duties and responsibilities. • If present, presides over all meetings of NDPIO Board of Directors, and shall perform all other duties incident to the office or properly required by NDPIO Board of Directors. • Shall be responsible for directing and coordinating the state-level activities of the association and for interacting with all public information officers.
- The board president shall also be the association's primary spokesperson, although he/she may delegate such role on an ad hoc basis to any other officer of the association.

### ***8.05 Vice President***

- In the absence or disability of the board 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.
- Shall perform other duties prescribed for them by NDPIO Board of Directors or the board president.
- Shall normally accede to the office of board president upon the completion of the board president's term of office.

### ***8.06 Secretary***

- Shall keep the minutes in one or more books or electronic data storage of all meetings of NDPIO Board of Directors.
- Sees that all notices are given in accordance with the provisions of the Bylaws, or as

required by law.

- Is responsible for the filing of reports of the corporation as may be required by law. •
- Keeps, or oversees the keeping of, a list of the members and their contact information. •
- Notifies board members of time, place and frequency of board meetings. •
- May appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

### ***8.07 Treasurer***

- Has charge and custody of the funds and securities of the chapter.
- Is responsible for the collecting and receipt of all monies due to the chapter. •
- Is responsible for the prompt payment of any financial obligations.
- Is responsible for the annual filing of tax returns as required by the state and IRS. •
- Ensures the prompt deposit of all monies in the name of NDPIO.
- Reports the financial condition of NDPIO to the board at each of its meetings, and at such other times as requested to do so by the president or the board.
- Prepares or oversees preparation of an annual budget for approval by the board at its first meeting of each fiscal year.
- 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.

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### ***8.08 Non-Director Officers***

NDPIO Board of Directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

## **ARTICLE IX: CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

### ***9.01 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.

### ***9.02 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.

### ***9.03 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.

#### ***9.04 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.

#### ***9.05 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.

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(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 NDPIO 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 North Dakota 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 X: MISCELLANEOUS**

#### ***10.01 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 NDPIO Board of Directors, a record of all actions taken by NDPIO 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.

#### ***10.02 Fiscal Year***

The fiscal year of the corporation shall be from Jan. 1 to Dec. 31 of each

year. ***10.03 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.

#### ***10.04 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 NDPIO 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.

#### ***10.05 Bylaw Amendment***

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

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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.

#### ***10.06 Partners***

*Added via Amendment: April 30, 2024*

The NDPIO Board of Directors or a designated committee of the board shall have authority to: **(a)** approve classes of Partners with rights, privileges and obligations established by the board; **(b)** at their discretion, admit as a Partner any individual or private, non-profit, or public entity or organization that supports the mission of NDPIO and its members;

**(c)** recognize representatives of Partners.

The NDPIO Board of Directors shall determine an annual Partner rate.

Partners may be involved in organization activities and events and may be given endorsement, recognition, and/or media coverage at fundraising activities, trainings, other events, or on the NDPIO website. Partners have no voting rights and are not members of the corporation.

At no time shall partner information be shared with or sold to other organizations or groups without the partner's consent.

## **ARTICLE XI: COUNTERTERRORISM AND DUE DILIGENCE POLICY**

### ***11.01 Use of Funds***

In furtherance of its exemption by contributions to other organizations, domestic or foreign, NDPIO shall stipulate how the funds shall 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 U.S. Department of the Treasury's publication *Voluntary Best Practices for U.S.-Based Charities* is not mandatory, NDPIO shall fully and voluntarily recognize and put to practice these guidelines and suggestions to reduce, develop, re evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

### ***11.02 Combating Terrorist Financing***

NDPIO 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

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Foreign Assets Control (OFAC) in regard to its foreign activities.

## **ARTICLE XII: DOCUMENT RETENTION POLICY**

### ***12.01 Purpose***

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

### ***12.02 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. From time to time, NDPIO 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.** NDPIO 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 NDPIO 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.

### ***12.03 Minimum Retention Periods for Specific Categories***

**(a) Corporate Documents.** Corporate documents include the corporation's Articles of Incorporation, Bylaws and IRS Form 1023 and Application for Exemption. Corporate documents 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

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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 (3) years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven (7) years.

**(d) Board and Board Committee Materials.** Meeting minutes should be retained in perpetuity in an electronic file and be accessible by NDPIO Board of Directors when requested. Hardcopies should be kept in a binder by the secretary. A clean copy of all other board and board committee materials should be kept for no less than three (3) years by the corporation.

(e) News Releases/Public Filings. The corporation should retain permanent copies of all news 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 (10) 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 (3) years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses and other legal documentation. These documents should be kept for at least three (3) years beyond the life of the agreement.

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

a. derives independent economic value from the secrecy of the information; and has taken affirmative steps to keep the information confidential.

b. 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 (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

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

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven (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.

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

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

#### ***12.04 Electronic Correspondence, Email***

Electronic correspondence or email that needs to be saved should be either printed in hard copy and kept in the appropriate file; or 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 email, as covered elsewhere in this policy.

## **ARTICLE XIII: TRANSPARENCY AND ACCOUNTABILITY DISCLOSURE OF FINANCIAL INFORMATION WITH THE GENERAL PUBLIC**

### ***13.01 Purpose***

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

- (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:

### ***13.02 Financial and IRS documents (Form 1023 and Form 990)***

NDPIO 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.

### ***13.03 Means and Conditions of Disclosure***

NDPIO shall make widely available the aforementioned documents at [www.ndpio.com](http://www.ndpio.com) 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).

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(b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.

(c) NDPIO 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) NDPIO 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 or emailed requests.

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

NDPIO shall submit the Form 990 to its NDPIO 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 NDPIO Board of Directors via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

#### ***13.05 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.

#### ***13.06 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 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.

#### ***13.07 Donor Records***

(a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.

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(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 XIV: CODES OF ETHICS AND WHISTLEBLOWER**

***POLICY 14.01 Purpose***

NDPIO requires and encourages directors, officers and members to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The

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 NDPIO 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.

#### ***14.02 Reporting Violations***

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

#### ***14.03 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.

#### ***14.04 Retaliation***

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

NDPIO 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 NDPIO or of another individual or entity with whom NDPIO 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.

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

#### ***14.05 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.

#### ***14.06 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 XV: AMENDMENT OF ARTICLES OF INCORPORATION**

### ***15.01 Amendment***

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

## **CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of NDPIO, with amendments, were approved by NDPIO Board of Directors on April 30, 2024 and constitute a complete copy of the Bylaws of the corporation.



[Shawna Davenport], Secretary

Date: 4/30/2024