



Bylaws of the Movement for Community-led Development

As Revised by the Board, November 1, 2023

ARTICLE I

NAME

1.01 Name

The legal name of this corporation shall be Movement for Community-led Development. The business of the corporation will be conducted as Movement for Community-led Development.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

Movement for Community-led Development – hereafter referred to as “The Association” is a non-profit corporation and shall be operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations, under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Movement for Community-led Development (MCLD) mission is to ShiftThePower so that low-income communities successfully achieve their own visions and goals. We will support low-income communities worldwide to achieve sustainable progress in health, education, nutrition, family incomes, environmental sustainability, and citizen engagement in local democracy in accordance with the 2015 UN Summit on Sustainable Development. In the United States, we will facilitate mutual capacity strengthening, research, and start-up funding for MCLD national associations in majority world ("global south") countries as well as enable collective action among its US member organizations to advance the practice and funding environment for community-led development. A key priority is to increase the voice and agency of women, youth, and marginalized groups in local decision making.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the Board of Directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

2.02 Powers

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

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. Movement for Community-led Development is a Virginia 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 association 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 association shall inure to the benefit or be distributable to any Director, officer, member, or other private person, except that the association 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 Movement for Community-led Development, 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 Movement for Community-led Development hereunder shall be selected in the discretion of a majority of the managing body of the association, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a Verified Petition in equity, or such other court of appropriate jurisdiction, filed in a court of proper jurisdiction against Movement for Community-led Development, 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 Virginia.

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 Movement for Community-led Development, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Virginia to be added to the general fund.

ARTICLE III

MEMBERSHIP

3.01 - *Eligibility for membership*: Application for voting membership shall be open to 501c3 nonprofit that supports the purpose statement in Article II. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

3.02 - *Annual dues*: The amount required for annual dues shall be set by a majority vote at the Annual General Meeting. Continued membership is contingent upon being up-to-date on membership dues.

3.03 - *Rights of members*: Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

3.04 - *Resignation and termination*: Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. A member can have their membership terminated by a majority vote of the board.

3.05 - *Non-voting membership*: The board shall have the authority to establish and define non voting categories of membership.

3.06 - *Annual General Meeting*: One annual meeting of the members shall take place in the month of January, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect board directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year. The board may determine that a meeting of the members may be held solely by means of remote or electronic communication.

3.07 - *Notice of meetings*: Notice of each meeting shall be provided to the designated representatives of each voting member not less than three weeks prior to the meeting.

3.08 - *Quorum*: The members present at any properly announced meeting shall constitute a quorum.

3.09 - *Voting*: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV

BOARD OF DIRECTORS

4.01 *Number of Directors*. The Association shall have a Board of Directors consisting of at least 3 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.

4.02 *Powers*. All corporate powers shall be exercised by or under the authority of the Board and the affairs of Movement for Community-led Development 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 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 will end their terms in any given year.

(c) Directors may serve two terms in succession. Officers stepping down after two terms may be asked to serve an additional term as a general director to preserve continuity of knowledge.

(d) The term of office shall be considered to begin at the conclusion of the Annual Meeting and end at the conclusion of the Annual Meeting two years later, unless the term is extended until such time as a successor has been elected.

4.04 *Qualifications*

In order to be eligible to serve as a Director on the Board of Directors, the individual must be 18 years of age. The Board may determine how many Directors shall be from member organizations or from outside the membership. Directors elected from member organizations, who leave their organization during their term, may serve until the next AGM at which point they will step down or run for a non-member seat.

4.05 *Vacancies*: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members three weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term, after which the vacancy will be filled through the usual nomination process.

4.06 Removal of Directors

A Director may be removed by a majority 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 Chair is empowered to excuse Directors from attendance for a reason deemed adequate by the Board Chair. The Chair shall not have the power to excuse him/herself from the Board meeting attendance, and in that case, the Board Vice Chair or Secretary shall excuse the Chair. 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 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.

(b) *Special Meetings*. Special meetings of the Board may be called by the Chair, Vice Chair, Secretary, Treasurer, or any two (2) other Directors of the Board of Directors. A

special meeting must be preceded by at least 2-days notice to each Director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any Director may waive notice of any meeting, in accordance with Virginia statutes.

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 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 Directors of the Board are unable to make a decision based on a tied number of votes, the Chair 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 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.

4.09 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, such as travel expenses to attend Board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the association. Such remuneration shall be reasonable and fair to the association and must be reviewed and approved in accordance with the Board Conflict of Interest policy and applicable state law or law of the U.S. territory.

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 requires Board members' approval or approval of a majority of all members;
- (b) fill vacancies on the 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 Board of Directors which by its express terms is not so amendable or repealable;
- (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 association is a party and one or more Directors have a material financial interest; or
- (ii) between the association and one or more of its Directors or between the association or any person in which one or more of its Directors have a material financial interest.

5.02 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.

5.03 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 e-mail address on record constitutes a valid writing. 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 members gives consent.

ARTICLE VI

OFFICERS

6.01 Board Officers

Officers and Duties: There shall be four officers of the board, consisting of a chair, vice chair, secretary and treasurer. Their duties are as follows: The chair shall convene regularly scheduled board meetings, shall preside or arrange for other officers to preside at each meeting in the following order: vice chair, secretary, treasurer. The vice-chair shall chair committees on special subjects as designated by the board. The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

6.02 Term of Office

Each officer shall serve a two-year term of office and may serve two consecutive terms of office.

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 association without prejudice to the rights, if any, of the association 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.

6.08 Non-Director Officers

The Board of Directors may designate additional officer positions of the association and may appoint and assign duties to other non-Director officers of the association.

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 association shall be executed on its behalf by the Treasurer or other persons to whom the association 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 association, shall be signed by such officer or officers, agent or agents, of the association and in such manner as shall from time to time be determined by resolution of the Board.

7.03 Deposits

All funds of the association not otherwise employed shall be deposited from time to time to the credit of the association in such banks, trust companies, 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 association 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 association 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 association against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. the association shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the association, 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 association 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 association in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the association who is not a Director is entitled to mandatory indemnification under this Article to the same extent as a Director. the association may also indemnify and advance expenses to an employee or agent of the association who is not a Director, consistent with the law of the state in which the non-profit is incorporated 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 association 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 association shall keep a copy of the association's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the association shall be from January 1 to December 31 of each year.

8.03 Conflict of Interest

The Board shall adopt and periodically review a Conflict of Interest Policy to protect the association'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 Movement for Community-led Development 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 association 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 majority 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, Movement for Community-led Development shall stipulate how the funds will be used and shall require the recipient to provide the association 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 entitled the "Voluntary Best Practice for U.S.-Based Charities," is not mandatory, Movement for Community-led Development willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Movement for Community-led Development 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 to establish standards for document integrity, retention, and destruction, and to promote the proper treatment of records for Movement for Community-led Development.

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. Where possible, the non-profit shall adopt a digital, non-paper filing and retention system.

From time to time, Movement for Community-led Development 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. Movement for Community-led Development 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 Movement for Community-led Development 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 association's Articles of Incorporation, Bylaws 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 funders, accounting procedures, and other documents concerning the association's revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the association to keep certain recruitment, employment and personnel information. the association should also keep personnel files that reflect performance reviews and any complaints brought against the association or individual employees under applicable state and federal statutes. the association 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 years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the association's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three (3) years by the association.

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

(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 association 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, trademarks, service marks, and copyrights). The documents detailing the development

process are often also of value to the association and are protected as a trade secret where the association:

- (i) derives independent economic value from the secrecy of the information; and
- (ii) has taken affirmative steps to keep the information confidential.

the association 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 association should be retained. the association 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 (7) 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 (3) years.

Section 4. Electronic Mail. E-mail that needs 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.

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, Movement for Community-led Development practices and encourages transparency and accountability to the general public. This Policy will:

- (a) indicate which documents and materials produced by the association are presumptively open to staff and/or the public,
- (b) indicate which documents and materials produced by the association are presumptively closed to staff and/or the public, and
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this Policy are as follow:

11.02 Financial and IRS documents (form 1023 and the form 990). Movement for Community-led Development 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.

11.03 Means and Conditions of Disclosure

Movement for Community-led Development may make “Widely Available” the aforementioned documents on its internet website to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) Movement for Community-led Development 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) Movement for Community-led Development shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

11.04 IRS Annual Information Returns (Form 990)

Movement for Community-led Development 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 association's Form 990 shall be submitted to each member of the Board of Director's via hard copy or email at least ten (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 association except the authorized governmental agencies.

(c) Within the association, 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 funder Records

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

(b) No funder records shall be made available to any other person outside the association except the authorized governmental agencies.

(c) Within the association, funder records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those funders, except that funder records shall be made available to the Board when requested.

ARTICLE XII

CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 Purpose

Movement for Community-led Development 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 association must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Movement for Community-led Development to adhere to all laws and regulations that apply to the association and the underlying purpose of this policy is to support the association's goal of legal compliance. The support of all corporate staff is necessary to achieving 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 Movement for Community-led Development is in violation of law, a written complaint must be filed by that person with the Board Chair.

12.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of a law or regulation 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 viewed as a serious disciplinary offense.

12.04 Retaliation

A person filing the aforesaid complaint is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Movement for Community-led Development and provides Movement for Community-led Development 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.

Movement for Community-led Development 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 Movement for Community-led Development or of another individual or entity with whom Movement for Community-led Development 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.

Movement for Community-led Development shall not retaliate against any Director, officer, staff or employee who discloses or threatens to disclose to a supervisor or a

public body, any activity, policy, or practice of Movement for Community-led Development 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 Chair or Vice Chair shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

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

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.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Movement for Community-led Development were approved by the Board of Directors on November 1, 2023, and constitute a complete copy of the Bylaws of the association.

Officer:

A handwritten signature in blue ink, appearing to read "John Cornua", written over the word "Officer:".

Date: November 1, 2023