

WEST CENTRAL FLORIDA PAGAN ALLIANCE, INC. NON-PROFIT CORPORATE BYLAWS

Article I Name

The name of this Organization shall be West Central Florida Pagan Alliance, Inc. The business of the Organization may be conducted as West Central Florida Pagan Alliance, Inc., herein after known as the "Organization" within this document.

Article II Purposes and Powers

2.01 Purpose

West Central Florida Pagan Alliance, Inc. is a non-profit religious organization and shall operate exclusively as a church, to provide a place of worship, to celebrate, support, and teach the tenants of the Pagan religion, to encourage and foster tolerance and interaction between many differing life affirming faiths of the world, to provide and disseminate information regarding Paganism and Pagan faith to the general public, other religious and secular bodies, in order to education and inform, to promote Pagan worship, religious education and religious tolerance, and for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

In addition thereto, the corporation shall have the further general purposes and powers as follows but not limited thereto, as well as such powers to engage in any lawful act or activity for which not-for-profit corporations may be organized under the laws of this state:

- a. To publicize, publish, teach, inform, research and explore all the religious philosophies of the world as its directors may be moved to do, and to exercise any, all, and every power to which an establishment of religion is entitled.
- b. To create, modify, or dissolve educational, informational and instructional bodies, schools, or religious organizations, societies or fraternities and sororities, research and experimental organizations, and other subsidiary organizations as the Board of Directors may from time to time direct.
- c. To authorize, bestow, convey, grant or issues certificates, charges, degrees, credentials, diplomas, franchises, licenses, memberships, ordinations, or do otherwise as the Board of Directors may from time to time direct.
- d. To establish various and diverse classes of membership as the Board of Directors may from time to time direct.
- e. In furtherance of its mission, it shall, as the Board of Directors may from time to time direct, borrow monies, contract debts, receive property by devise, bequest or trust, to issue bonds, notes and debentures as allowed by law, and to secure, pay interest on and redeem same; to own, buy, sell, rent or lease property, real or personal, including shares of stocks, bonds and securities of other corporations; to act as the trustee under any trust incidental to the principal objects of the corporation, and receive, hold, and administer and expend any funds and property subject to such trust.

To maximize our impact on current efforts, corporation 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 religious, educational, charitable or scientific 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 Organization 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 Organization is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Organization 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. The Organization is a Florida non-profit public benefit Organization, pending recognition 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 Organization shall take any action or carry on any activity by or on behalf of the Organization 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 Organization shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the Organization 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 Organization, 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 Organization.

The organization to receive the assets of the Organization hereunder shall be selected in the discretion of a majority of the managing body of the Organization, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Organization 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 Florida. 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 Organization, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

Article III Membership

3.01 Non-Voting Members

All members of the corporation, except otherwise stated in these Bylaws, shall be expected to meet the following:

- Agree to the prescribed Code of Conduct & Ethics as set forth in these Bylaws;
- Support the Purpose and Mission Statement of West Central Florida Pagan Alliance, Inc.
- While members need not be Pagan, they should be willing to abide by the general concepts of non-discriminatory practices of any kind based on race, creed, color, religion, gender, disability, gender identity, marital status, sex, or sexual orientation.
- Be 18 years of age or older;
- Provide a current name and mailing address or electronic form of communication;
- Pay annual dues of an amount set by the Board of Directors.
- All members of the corporation, except as otherwise stated in these Bylaws, shall be entitled to the following:
 - Quarterly newsletter and/or calendar of events
 - Attendance to Member Meetings
 - Attendance at selected Board Meetings as determined by the Board of Directors
 - Ability to serve on Committees
 - Membership in a Religious Organization under the laws of the State of Florida I.R.S Section 501(c)(3) recognition
 - Access to networking and educational information
 - Confidentiality within the limits of the law
 - Discounts on religious and educational materials, classes, workshops and private events
 - Discounted rate on all events that impose a fee for entry
 - Access to Members only areas of websites

3.02 Dues

"General Members" are those individuals paying an annual amount of dues to West Central Florida Pagan Alliance, Inc., as determined by the Board of Directors, and who are entitled to receive all publications meant for the general membership.

"Family Members" are a group of 2 or more related individuals that reside at the same address and who are entitled for discounted membership fees. Family members are entitled to receive all publications meant for the general membership.

"Sponsoring Members" are Individuals, Covens, Groves, Businesses or other Groups making large donations of money, services, time, resources or any combination thereof, as determined by the Board of Directors. The minimum donation is 50 times the current annual dues for a General Member. They are entitled to receive all benefits and publications meant for the general membership, and shall be considered current with their dues for the rest of their lives, subject to all responsibilities of general membership and all other provisions of these Bylaws. A non-monetary contribution may be approved by a vote of 2/3 majority of the Board of Directors. For Groups, Businesses, Covens, Groves, etc - only 1 copy of any publications will be distributed to the main contact provided, unless other arrangements are agreed upon between parties with a 2/2 majority vote of the Board of Directors.

Additional Benefits of Sponsoring Members include:

- Permanent link to Business or Group website
- Listing in any publications where Sponsoring members are listed

"Complimentary" members are those individuals or organizations whom the Board of Directors has decided should receive mailings of the general publications in order to keep them informed of our activities, and who pay no dues at all. They may not be voting members.

"Exchange" members are those individuals and/or organizations, who publish periodicals with which the organization has an exchange subscription agreement. They will only receive those publications deemed appropriate by the Board of Directors at the time the exchange agreement is made. They may not be voting members. Exchange membership agreements will vary as per determination by the Board of Directors

Children under the age of eighteen may not be members of the organization, however may attend functions with at least one parent or legal guardian in attendance, unless event is specified as restricted to 18 years of age or older. Parents have responsibility for the safety and all actions of their children.

3.03 Voting Members

There shall be no voting members.

3.04 Dues

Any dues for affiliates or memberships shall be determined by the board of directors.

3.05 Non-Voting Affiliates

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The Board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have the authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

3.06 Dues

Any dues for affiliates shall be determined by the board of directors.

Article IV Board of Directors

4.01 Number of Directors

The Organization 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 servicing on the board, including for 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 the Organization shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Terms, Qualifications and Elections of Directors and Founders

General Requirements

All Directors of the Organization are required to follow and agree to all requirements set forth by the classifications of membership in addition to their specified duties

All Directors of the Organization should have read the articles of agreement and Bylaws as established by the Organization and agree to further support the Organizations mission and policies. This includes all other written or published documents put out by the Organization and its Directors

Directors must be no less than eighteen (18) years of age. This membership is open to anyone who identifies with practicing Earth-bases spiritual tradition or seeks to know more about and explore such traditions.

Founders

Founders are the three founders of the Organization or their successors.

There shall be no more or less than three (3) Founders of the Organization.

Founders remain as such for life or until the Founder chooses to resign or is removed with or without cause.

Founders may serve on or chair any committees associated with the Organization.

Founders shall serve on the Board of Directors

Founders may serve as an Officer, Committee Member or Committee Leader.

Founders shall reserve the right to overturn decisions by the Board of Directors with a two-thirds (2/3) majority vote to do so, provided it is deemed to cause a negative impact on the Organization or hinder the Organization's ethics, legal standing, mission statement, purpose, tax-exempt or business functionality status, or shall cause harm to another individual or business.

The Initial Founders are:

- Michele Webster, President, Treasurer
- Apryle Porter, Vice President
- OPEN

Removal of Founders

Removal of Founder members requires a unanimous vote of the remaining Founder members plus two-thirds majority vote of the remaining Board of Directors.

Upon death, resignation or removal of a Founder, membership shall be limited to the remaining Founders until the surviving Founder(s) unanimously agree to nominate and appoint a successor.

If for some reason, all of the Founders are unable to serve and cannot nominate their successors, the Board shall appoint new Founders by unanimous vote.

Directors

Directors may also be Founders or Committee Leaders.

Directors may serve a term of two (2) years, beginning term from the date voted into office.

Directors may serve up to 3 terms in succession, unless approved by two-thirds majority vote of the Board of Directors

Directors must wait at least 1 year before they are eligible for another term on the Board of Directors, unless approved by two-thirds majority vote of the Board of Directors

Initial Directors appointed at start-up of the Organization shall serve a term of three (3) years as the first term, beginning the date of appointment within the calendar year two-thousand sixteen (2016)

Initial Directors are:

Shirley Diehl

4.04 Removal of Directors

A director may be removed by two-thirds vote of the Board of Directors then in office, if:

The director is absent and unexcused from three or more meetings of the board of directors in a twelve month period. The board President and Founders are empowered to excuse directors from attendance for a reason deemed adequate by the board president or Founder. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president or a Founder shall excuse the president: Or

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.

4.05 Vacancies

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

Unexpected Vacancies. Vacancies in the board of directors due to resignation, death or removal shall be filled by the board until such time a two-thirds majority vote of the Board of Directors determines a replacement for the remainder of the term.

4.06 Board of Directors Meetings

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 five (5) 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.

Special Meetings. Special meetings of the board may be called by a Founder, President, vice president, secretary, treasurer or any two (2) other directors of the board of directors. A special meeting must be preceded by at least two (2) days notice to each director of the date, time and place, but not the purpose of the meeting.

Waiver of Notice. Any director may waive notice of any meeting, in accordance with Florida law.

4.07 Manner of Acting

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.

Majority Vote. Except as otherwise required by law or by the articles of Incorporation, the act of two-thirds of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on tied number of votes (if there is a Quorum), the Founders shall determine an additional vote based upon the two-thirds majority and shall have the power to swing the vote based on that determination, or may opt to hold a members meeting in which the two-thirds majority vote shall count as the swing vote.

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.

4.08 Founder Meetings

While the Board of Directors will tend to day to day operations, the Founders shall hold meetings to address any legal, financial, performance or grievance issues, at any time and with or without cause.

The Secretary and Treasurer must attend these meetings, unless there is a conflict of interest, in which case the Founders shall choose one unrelated Director to stand in.

Other Board Members may be called into these meetings for any reason deemed necessary by the Founders.

Any appointed Officer of Compliance and Grievances shall be required to bring forth concerns to the Founders as a matter of privacy before beginning any investigations to present to the Board of Directors.

The Founders may, by two-thirds majority vote, overrule any determination made by the board which may lead to legal, financial, or performance questionability, or any situation that may pose a threat to the continued good standing of the Organization, its members, its mission statement and purpose, non-profit status or any instance that could incur legal or financial turmoil.

4.09 Compensation for Board Service

Directors, Committee Leaders, Committee Members and Founders shall receive no compensation for carrying out their duties. The board may adopt policies providing for reasonable reimbursement of directors for extensive expenses incurred in conjunction with carrying out board responsibilities such as travel expenses to attend board meetings, exceeding reasonable costs of seventy-five dollars (\$75.00).

4.10 Compensation for Professional Services by Directors

Directors and Founders are not restricted from being remunerated for professional services provided to the Organization. Such remuneration shall be reasonable and fair to the Organization and must be reviewed and approved in accordance with the board Conflict of Interest Policy and state law.

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 one 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;
- (b) fill vacancies on the board of directors 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 Organization is a party and one or more directors have a material financial interest; or
- (ii) between the Organization and one or more of its directors or between the Organization or any person in which one or more of its directors have a material financial interest.

5.02 Terms, Qualifications and Elections of Committee Members

Committee Members

Committee Members shall serve a term until the Board of Directors has dissolved the committee or a term maximum of one (1) year, unless approved by two-thirds majority vote of the Board of Directors.

Committee Members have no limitations on the number of terms, so long as they do not participate as a member of more than two (2) committees concurrently.

Committee Leaders shall be appointed by two-thirds majority vote of the Board of Directors

Committee Leaders shall report to the Director assigned to oversee the Committee

Committee members may vote only in Committee meetings for the purpose of raising concerns, suggestions and recommendations to the Board of Directors, so long as they are a member of that same Committee.

Committee members shall be non-voting on the Board of Directors, unless they are Elected Directors or Founders.

Committee meetings shall be held as deemed necessary by the Committee Leader and Director assigned to the Committee

5.03 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 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.

All Committee meetings must have the Secretary, or an agent appointed to act on his/her behalf, present.

All Committee meetings must have the Director assigned to the committee present

Appointed Directors and/or Committee Leaders shall act as Chair/Vice Chair of Committee Meetings.

5.04 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

The officers of the Organization shall be a board president, vice-president, secretary, and treasurer, all of whom have been pre-selected for the first term upon establishment of the organization.

Once their terms have ended, these Officers 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 Organization, 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.

6.02 Term of Office

The initial Officers shall serve a term of three (3) years to ensure consistency for the start-up of the organization

After the initial term, Officers shall serve a term of two (2) years, beginning term from the date voted into office.

Officers may serve up to 3 terms in succession, unless approved by two-thirds majority vote of the Board of Directors

Officers must wait at least 1 year before they are eligible for another term on the Board of Directors, unless approved by two-thirds majority vote of the Board of Directors

Officers may also be Founders, Directors, Committee Leaders or Members.

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

6.04 Board President

The board president shall be the chief volunteer officer of the Organization. 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.

The board president shall be overseen by the Founders.

6.05 Vice President

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

6.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall 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.

6.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the Organization. The treasurer shall oversee and keep the board informed of the financial condition of the Organization and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Organization, are made available to the board of directors on a timely basis or as may be required by the board of directors. 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.

The Founders shall oversee the Treasurer, to ensure checks and balances.

6.08 Non-Director Officers

The board of directors may designate additional officer positions of the Organization and may appoint and assign duties to other non-director officers of the Organization.

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 Organization shall be executed on its behalf by a Founder and the Treasurer, or other persons to whom the Organization 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 Organization, shall be signed by two Founders of the Organization and in such manner as shall from time to time be determined by resolution of the board.

7.03 Deposits

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

Mandatory Indemnification. The Organization 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 Organization against reasonable expenses incurred by him or her in connection with the proceedings.

Permissible Indemnification. The Organization shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the Organization, 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. Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Organization 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 Organization in these Bylaws.

Indemnification of Officers, Agents and Employees. An officer of the Organization who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The Organization may also indemnify and advance expenses to an employee or agent of the Organization who is not a director, consistent with Montana Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

Article VIII Miscellaneous

8.01 Books and Records

The Organization 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 Organization shall keep a copy of the Organization's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the Organization 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 Organization'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 Organization shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, color, national origin, gender, gender identity, age, physical disability, veteran's status, political service or affiliation, marital status, ancestry and sexual orientation. It is the policy of Organization not to discriminate on the basis of age, sex, race, religion, color, national origin, gender, gender identity, age, physical disability, veteran's status, political service or affiliation, marital status, ancestry and sexual orientation.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of two-thirds majority of the board of directors then in office at a meeting of the Board, provided, however, that no amendment shall be made to these Bylaws which would cause the Organization to cease to qualify as an exempt Organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

that an amendment does not affect the voting rights of directors.

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 The Organization records.

9.02 Policy

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

From time to time, The Organization 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. The Organization expects all Founders, officers, directors, and members to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and members should note the following general exception to any stated destruction schedule: If you believe, or the The Organization 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 Organization's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Organization's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Member Records. State and federal statutes require the Organization to keep certain member information. The Organization should also keep personnel files that reflect performance reviews and any complaints brought against the Organization or individual member, director or Founder under applicable state and federal statutes. The Organization should also keep in the member's file all final memoranda and correspondence reflecting performance reviews and actions taken by or against the member.

- (d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the Organization's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Organization.
- (e) Press Releases/Public Filings. The Organization should retain permanent copies of all press releases and publicly filed documents under the theory that the Organization should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Organization.
- (f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.
- (g) Marketing and Vendor Documents. The Organization should keep final copies of marketing and vendor documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.
- (h) Sponsorship Records. The Organization should keep all sponsorship records for the same period of time it keeps tax files, generally seven years.
- (i) Contracts. Final, execution copies of all contracts entered into by the Organization should be retained. The Organization should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.
- (j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
- (k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
- (l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- (m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.
- Section 4. Electronic Mail. E-mail 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 X Codes of Ethics And Whistleblower Policy

10.01 Purpose

The Organization 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. These representatives of the Organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of The Organization to adhere to all laws and regulations that apply to the Organization and the underlying purpose of this policy is to support the Organization's goal of legal compliance. The support of all members is necessary to achieving compliance with various laws and regulations.

10.02 Reporting Violations

If any director, officer, or member reasonably believes that some policy, practice, or activity of The Organization is in violation of law, a written complaint must be filed by that person with the Compliance and Grievance Officer, Founders, board president or vice president.

10.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

10.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of the Organization and provides the Organization with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

The Organization shall not retaliate against any director, officer, or member who in good faith, has made a protest or raised a complaint against some practice of the Organization or of another individual or entity with whom the Organization has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The Organization shall not retaliate against any director, officer, or member who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the Organization 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.

10.05 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.

All information regarding members, event attendees, directors, officers, or other parties involved with the organization are confidential and may not be sold, traded or given in any manner to any other business, organization or individual.

10.06 Handling of Reported Violations

A Founder, board president, vice president or Compliance and Grievance Officer 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. The Compliance and Grievance Officer shall be responsible for all investigations and reporting directly to the Founders. This policy shall be made available to all directors, officers, or members and they shall have the opportunity to ask questions about the policy.

Article XI Amendment of Articles of Incorporation

11.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors, subject to Founder two-thirds (2/3) approval.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of West Central Florida Pagan Alliance, Inc. were approved by the Organization board of directors on ___June 1, 2016___ and constitute a complete copy of the Bylaws of the Organization.

Secretary __Mari Sluder__

Date: __6/1/16_____