

# Bylaws for Loving Garland Green Corporation

**Purpose of these bylaws** - These Bylaws are written rules and guidelines that outline how Loving Garland Green Corporation, a 501 (c) (3) non-profit organization will operate and conduct business. The board of directors and staff are expected to honor and follow the bylaws. Note: These complete articles of Incorporation are required by the IRS in submission application as a 501 (c) (3) status.

**Why these bylaws are important** - Bylaws ensure that Loving Garland Green Corporation operates efficiently and effectively; and ensures legal, ethical and financial compliance to regulations guiding this non-profit corporation. Additionally, non-profit organizations are required to have bylaws in place prior to filing with the Internal Revenue Service for 501 (c) (3) status.

NOTE: These bylaws are available to the public for viewing at the corporation's website: [www.lovinggarlandgreen.org](http://www.lovinggarlandgreen.org).

**Bylaws for LOVING GARLAND GREEN CORPORATION, a Texas nonprofit corporation**

**ARTICLE I**

These bylaws constitute the code of rules adopted by Loving Garland Green Corporation for the regulation and management of its affairs as a member-directed nonprofit corporation.

**ARTICLE II Purpose and Powers**

The **Loving Garland Green Corporation** (the Corporation) shall exist for the purpose of managing the operations and soliciting funding to support the Garland Community Garden and its related activities located at 4022 Naaman School Road, Garland, Texas 75040. Through related activities, the Corporation seeks to create, grow, and preserve (with the assistance of its members, board officers, and local Garland residents) a public urban garden open 24/7 free to visitors. The corporation shall be and is a non-profit corporation under the laws of the state of Texas. The service area of the Corporation is the approximate 3-acre plot located at 4022 Naaman School Road, Garland, Texas 75040.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations that 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 that shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

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

**ARTICLE III Members**

**(3.01) Powers**

The members of this Corporation are vested with the management of the business affairs of this Corporation, subject to the Texas Business Organizations Code, the Texas Certificate of Formation – Nonprofit Corporation, and these bylaws. This Corporation has three classes of members: 1) Officers of the Board 2) Members of the Board and 3) Members at Large.

### **(3.02) Officers of the Board**

#### **Board President**

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

#### **Board 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.

#### **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.

#### **Treasurer**

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, 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 a quorum of all members, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

### **(3.03) Members of the Board**

Members of the Board are four people elected by the members at large to serve on

the Board of directors. They may perform special duties as assigned by Officers of the Board. In addition they serve as chairpersons on committees for the corporation.

**(3.04) Members at Large**

Members-at-large consist of what will eventually be the main membership body of Loving Garland Green Corporation. These are members who are not officers. However, since this corporation is a member-directed entity, each member, regardless their class (officer, member of the board, or member at large) all have one vote.

**(3.05) Qualifications for Membership**

Membership in Loving Garland Green Corporation shall not be denied to any person on the basis of race, creed, sex, religion or national origin. Employees of the corporation (paid staff members of Loving Garland Green Corporation) may also be members at large. However, they are ineligible to vote on certain issues according to the guidelines of the Loving Garland Green Corporation Statement of Confidentiality and they are ineligible to serve as an officer or as a member of the board of directors.

Membership in Loving Garland Green Corporation is open to all residents of the DFW area. Proof of membership registration is required at least one month prior to eligibility to vote as a member at large on any issue before the members of Loving Garland Green Corporation. To apply for membership, a citizen must submit proof of residency in Dallas, Tarrant or Collin County. The application for membership will be available online at the *Loving Garland Green Corporation* website.

In addition to meeting the residency requirement, members must meet the participatory requirements:

- A. Within the first three months of submission of member application, participate in at least one of the activities sponsored by Loving Garland Green Corporation.
- B. Within the first year of submission of member application, participate in at least two of the activities sponsored by Loving Garland Green Corporation.

At no time shall more than one-third of all the members be composed of public officials or public employees. No governmental body shall have the power to appoint any member to Loving Garland Green Corporation. No member who is a public official or employee shall have the power to appoint any other person as a member of Loving Garland Green Corporation or as an officer of its board except as by virtue of the “one member, one vote” rule.

**(3.06) Number of Board Members and Board Officers**

The Loving Garland Green Corporation board of directors will initially consist of four officers and four members: President, Vice President, Secretary and Treasurer. Upon majority resolution of the members, the number of officers of the board may

be increased or decreased from time to time, but in no event shall the decrease have the effect of shortening the term of an incumbent Board officer or decreasing the total number of Board officers to less than three. The initial Board Members, listed in the *Certificate of Formation*, as constituting the initial Board of Directors shall consist of the following people who will also be known as the founding board for Loving Garland Green Corporation:

- 1) President: Emma Elizabeth Berry
- 2) Vice President: Ken Dyer
- 3) Secretary: Cary Majors
- 4) Treasurer: Anita Opel
- 5) Member of Board: Charles Frank Bevilacqua
- 6) Member of Board: Margie Rodgers
- 7) Member of Board: Robert Opel

### **(3.07) Term of Board Members**

Members of the board shall serve an initial term of one year. After that time, they will be subject to a vote by a majority vote of a quorum of the members at large. [Note: See 3.09 Staggered Terms for more detail regarding these elections.]

### **(3.08) Election of Officers and Board Members (Directors)**

Elections for members and officers of the board filling expired terms shall be held at the last meeting of the fiscal year. Any board position to be filled by reason of an increase in the number of Board Members shall be filled at the next regular meeting of the Board or at a special meeting called for that purpose. When a re-appointment or replacement is made, the re-appointment or replacement shall be considered effective on the date the prior term expired (i.e. the new term does not begin on the date of the election). Board members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.

### **(3.09) Staggered Terms**

There shall be staggered terms of office board members and officers so that one-third of the directorships shall be up for election each year (or if the number does not evenly divide by thirds, the board shall be divided as close to thirds as possible). The system for staggered terms of office shall be implemented as follows:

At the meeting of the Board Members at which these bylaws are adopted, there shall be a drawing to determine the initial terms board and officers. After the drawing, one board member shall have an initial term of one year, three board members shall have terms of two years, and four board members shall have terms of three years. The minutes of this board meeting shall show the results of the drawing. Initial directors serving less than a full three-year term as their initial term shall be considered to have served a full three-year term for the purposes of the limits on more than two successive terms.

### **(3.10) Resignation**

Any board member may resign at any time by delivering a written notice to the Secretary or to the President of the Board of Directors. Such resignation shall take effect upon receipt, or at the time specified in the notice.

### **(3.11) Removal**

Any member may be removed without cause at any time by a majority of the members at large of Loving Garland Green Corporation at a Regular or Special Meeting called for that purpose. Any member under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

### **(3.12) Vacancies in Officers of the Board**

Vacancies shall be filled by majority vote of members at large of Loving Garland Green Corporation including, but not limited to remaining officers of the board. Vacancies shall be filled as soon as practical. Any member can make nominations to fill vacant officer of the board positions.

### **(3.13) Compensation**

Officers of the board shall not receive any salaries or compensation for their services, but by resolution of the Members at large, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation as long as a majority of the disinterested members approve the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any member.

## **ARTICLE IV COMMITTEES**

### **(4.01) Executive Committee**

The President, Vice President, Treasurer, and Secretary of the Corporation (constituting the officers of the board of directors) shall constitute the executive committee. The executive committee shall have the authority to act on behalf of the Corporation in between Regular Meetings of the Board of Directors. The Board of Directors must validate the actions of the executive committee at its next Regular or Special Meeting. Any such action not so validated will not be legally binding on the Corporation. The President shall act as chairperson of the executive committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

### **(4.02) Standing Committees**

The Corporation shall have three standing committees that shall assist the Board of Directors in carrying out the management of the Corporation: The Finance and Resource Management Committee, the Development Committee, and the Program

Committee. The Board of Directors shall appoint the members of each committee subject to the approval of the members at large. Each standing committee shall have at least two board members as members.

Employees of the Corporation and members of the community may also be appointed to serve as committee members. Committees shall meet upon call of the Board of Directors or the chair of the Committee, review the activities of the Corporation in the Committee's respective areas, and make recommendations to the Board of Directors for the Board's final approval. The treasurer of the Corporation shall serve as the Chair of the Finance and Resource Management Committee. Other standing committees shall elect a Chair by a majority vote. The Chair of each committee shall ensure that minutes of the committee meeting are taken and present a copy of the minutes to the Secretary within two weeks following the meeting. Committee meetings shall be open to all members of the Board of Directors.

**(a) The Finance and Resource Management Committee** shall assist the Executive Director in preparing and presenting the annual budget to the Board of Directors, make necessary investment choices, and generally protect the soundness of the Corporation's finances and fiscal operations.

**(b) The Development Committee** shall be responsible for fund raising and capital campaigns, public relations, maintaining the visibility of the Corporation, and governmental relations.

**(c) The Program Committee** shall be responsible for planning, developing and evaluating the Corporation's programs

**(d) Additional Committees**

The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws.

## **ARTICLE V CODE OF ETHICS**

The Corporation its Directors, Members and Employees will comply with the Corporation's Code of Ethics as stated in Section XII of these bylaws.

## **ARTICLE VI Board Meetings**

### **(6.01) Place of Board Meetings**

Regular and Special meeting of the Board of Directors will be held at any place designated by the President within the city limits of Garland, Texas.

### **(6.02) Regular and Special Meetings**

Regular meetings of the Board of Directors shall be held each month, or more

frequently as deemed necessary by the Board of Directors. Special Meetings may be called by the President or by any three Members of the Board. An orientation meeting will be held each year for new members of the Board of Directors.

**(6.03) Notice of Board Meetings**

Notice of the date, time and place of Regular Meetings shall be given to each board members by regular mail, telephone (including voice mail), facsimile, or e-mail no less than four days prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each board member using the same methods, but with no less than two days notice prior to the meeting, with the exception of special meetings held to amend the Certificate of Formation or bylaws, for which a three-day written notice by mail or facsimile shall be required specifying the proposed amendment.

**(6.04) Waiver of Notice**

Attendance by a Board Member at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the ground that the meeting was not lawfully called or convened.

**(6.05) Quorum**

A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.

**(6.06) Actions without a Meeting**

Any action required or permitted to be taken by the Board of Directors under the Texas non-profit Corporation Act, the Certificate of Formation, and these bylaws may be taken without a meeting if a majority of the Board of Directors individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

**(6.07) Open Meetings**

Meetings shall be open to the general public except when personnel, real estate or litigation matters are to be discussed.

**(6.08) Proxy Voting**

Proxy voting is prohibited.



**ARTICLE VII**  
**CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

**7.01 Contracts and other Writings**

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

**7.02 Checks, Drafts**

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

**7.03 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

**7.04 Loans**

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

**7.05 Indemnification**

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

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

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

of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

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

## **ARTICLE VIII Miscellaneous**

### **8.01 Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

### **8.02 Fiscal Year**

The fiscal year of the corporation shall be from 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 corporation's interest when it is contemplating any transaction or arrangement that may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers. [See Attachment 2: Conflict of Interest Policy]

### **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 Loving Garland Green Corporation 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 at a meeting of the members-at-large, 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 vote of a quorum of members at large.

**(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, Loving Garland Green Corporation shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were used.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Loving Garland Green Corporation 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.

Loving Garland Green Corporation 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 establish standards for document integrity, retention, and destruction and to promote the proper treatment of Loving Garland Green Corporation records.

#### **10.02 Policy**

##### **Section 1**

##### **General Guidelines.**

Records should not be kept if they are no longer needed for the operation of the business or no longer required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense that 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, Loving Garland Green Corporation 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**

Loving Garland Green Corporation expects all officers, directors, members-at-large 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 have been informed that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

## **Section 3**

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

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

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

**(c) Employment Records/Personnel Records.** State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records

should be kept permanently. Other employment and personnel records should be retained for seven years.

**(d) Board and Board Committee Materials.** Meeting minutes should be retained in perpetuity in the corporation's minute book. The corporation should keep a clean copy of all other Board and Board Committee materials for no less than three years.

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

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

**(g) Marketing and Sales Documents.** The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

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

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

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

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

**(i) Contracts.** Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

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

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

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

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

## **Section 4**

### **Electronic Mail**

#### **E-mail that needs to be saved should be either be:**

- (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, Loving Garland Green Corporation practices and encourages transparency and accountability to the general public. This policy will:

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

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

Loving Garland Green Corporation 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**

Loving Garland Green Corporation shall 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) Loving Garland Green Corporation 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) Loving Garland Green Corporation 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 7 days for mailed requests.

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

Loving Garland Green Corporation shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

#### **11.05 Board**

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

#### **11.06 Staff Records**

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

#### **11.07 Donor Records**

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

## **ARTICLE XII**

### **CODE OF ETHICS AND WHISTLEBLOWER POLICY**

#### **12.01 Purpose**

Loving Garland Green Corporation requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Loving Garland Green Corporation 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 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 Loving Garland Green Corporation is in violation of law, that person must file a written complaint with the vice president or the board president.

#### **12.03 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.

#### **12.04 Retaliation**

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

Loving Garland Green Corporation 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 Loving Garland Green Corporation or of another individual or entity with whom Loving Garland Green Corporation 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.

Loving Garland Green Corporation 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 Loving Garland Green Corporation that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.



**12.05 Confidentiality**

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

**12.06 Handling of Reported Violations**

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. The board and its appointed committee shall promptly investigate all reports 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 members of Loving Garland Green Corporation.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of Loving Garland Green Corporation were approved by Loving Garland Green Corporation’s board of directors on Wednesday July 9, 2014 and constitute a complete copy of the Bylaws of the corporation.

Secretary \_\_\_\_\_  
(Cary Majors)

Date: July 9, 2014