

**BYLAWS OF  
THE BETTER COMMUNICATION FORUM, INC.  
(an Indiana Nonprofit Corporation)**

**ARTICLE I**

**NAME**

**1.01 Name**

The name of this corporation shall be The Better Communication Forum, Inc. (herein sometimes called “BCF”, the “Forum” or the “Corporation”).

**ARTICLE II**

**PURPOSES AND POWERS**

**2.01 Purpose**

The Better Communication Forum, Inc. is a non-profit corporation and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code (the “IRC”). BCF’s purpose is to reduce the economic and human cost of “bad data”. We inform technologists and organizations about the importance of maintaining “good data” and how to identify and correct bad data. This information is disseminated through Webinars, Newsletters, Website Postings, Exchange of Information among constituents and other means. To maximize our impact, we may collaborate with other non-profit organizations which fall under section 501(c) (3) of the Internal Revenue Code and are operated exclusively for charitable, educational and scientific purposes. At times, at 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 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 effect the 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.

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

(a) **Nonprofit Legal Status.** The Better Communication Forum, Inc. is an Indiana non-profit corporation, organized to be recognized as tax exempt under Section 501(c)(3) of the IRC.

(b) **Exempt Activities Limitation.** Subject to the Corporation’s Articles of Incorporation and notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the IRC, or by any organization contributions to which are deductible under Section 170(c)(2) of the IRC and Regulations thereunder. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any director, officer, member, or other

private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Corporation's Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Subject to the Corporation's Articles of Incorporation, upon termination or dissolution of BCF, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the IRC which organization or organizations have a tax exempt purpose which, at least generally and to the extent possible, includes a purpose similar to that of BCF. The organization to receive the assets of BCF hereunder shall be selected in the discretion of a majority of the Board of Directors of the Corporation. If the Board of Directors cannot so agree, then the recipient organization shall be selected pursuant to a petition in equity filed in a court of proper jurisdiction against BCF, by one (1) or more members of its Board of Directors which 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 Indiana. 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 tax exempt purpose, which, at least generally, includes a purpose similar to that of BCF, then the court shall direct the distribution of the assets of BCF lawfully available for distribution to the Treasurer of the State of Indiana to be added to the general fund.

## **ARTICLE III**

### **MEMBERSHIP**

#### **3.01 No Membership Classes**

The Corporation shall have no members who have any right to vote or title or interest in or to the Corporation, its properties and franchises.

#### **3.02 Non-Voting Constituents**

The Board of Directors may approve classes of non-voting constituents with rights, privileges, and obligations established by the Board of Directors. Constituents may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The Board of Directors, a designated committee of the Board of Directors, or any duly elected officer of the Corporation, shall have authority to admit any individual or organization as a constituent, to recognize representatives of constituents, and to make determinations as to constituent's rights, privileges, and obligations. At the discretion of the Board of Directors, constituents may be given endorsement, recognition or media coverage at fundraising activities, clinics, on the Corporation's website, or in other ways. Constituents have no voting rights, and are not members of the Corporation.

#### **3.03 Dues**

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

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### **4.01 Number of Directors**

The Corporation shall have a Board of Directors (the “Board”) consisting of at least three (3) and not more than nine (9) members. 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 powers of the Corporation shall be exercised by or under the authority of the Board and the affairs of the Corporation shall be managed under the direction of the Board, except as otherwise provided by law. The Board shall elect a Chairperson and a Vice Chairperson, both of whom shall be members of the Board. The Chairperson shall preside at meetings of the Board. The Vice Chairperson shall preside at any meeting of the Board at which the Chairperson is absent.

#### **4.03 Term of Office**

(a) The Board of Directors of the Corporation shall be self-perpetuating. This means that the Board shall elect its own members. Subject to the Board’s obligation to stagger terms of office, directors shall be elected to serve a three-year term.

(b) Director terms shall be staggered so that approximately one-third the number of directors will end their terms in any given year.

(c) Directors may be re-elected to serve multiple terms in succession.

(d) The term of office shall be considered to begin January 1 and end December 31 of the third year in office, unless the term is shortened to implement staggered terms, or extended until such time as a successor has been elected.

#### **4.04 Qualifications and Election of Directors**

In order to be eligible to serve on the Board of Directors, the individual must be 18 years of age and meet such other conditions as may reasonably be established by the Board of Directors on a non-discriminatory basis, without regard to race, religion, sex, political beliefs or national origin. Directors may be elected at any meeting of the Board at which a quorum is present, by majority vote. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

#### **4.05 Vacancies**

The Board of Directors may fill vacancies that may occur on the Board or may appoint new directors to fill a previously unfilled positions on the Board, subject to the maximum number of directors under these Bylaws.

#### **4.06 Removal of Directors**

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

(a) the director is absent and unexcused from two or more meetings of the Board in any calendar year. The chairperson of the Board, in his or her discretion may excuse directors from attendance at a Board Meeting. The chairperson shall not have the power to excuse him/herself from a Board meeting; in that case, the vice chairperson shall have the discretion to excuse the chairperson from attendance at a Board Meeting.

(b) A director may be removed with or without cause on the vote of at least two-thirds of the directors at a meeting of the Board at which a quorum is present, if before the meeting of the Board of Directors at which a vote on removal will be taken the director in question is given electronic or written notification of the intention to discuss her or his case and is given the opportunity to be heard at a meeting of the Board before the vote for removal.

#### **4.07 Board of Directors Meetings.**

(a) Regular Meetings. The Board of Directors shall have a minimum of one (1) regular meeting 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 chairperson, vice chairperson, an officer of the Corporation or any two (2) directors of the Corporation. 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 Indiana law.

#### **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 conducted 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 or Bylaws of the Corporation, 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 the Board is unable to make a decision based on a tied number of votes, the President of the Corporation if present, and if not, then the Treasurer of the Corporation, shall have the power to swing the vote based on his or her discretion.

(d) Participation. Except as required otherwise by law, the Corporation's 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 without limitation, in person, internet video meeting or by telephonic conference call.

(e) Action Taken Without a Meeting.

(1) Pursuant to Indiana Code 23-17-15-2, action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board; provided that said action must be evidenced by at least one (1) written consent:

- (A) describing the action taken;
- (B) signed by all the directors; and
- (C) included in the minutes or filed with the corporate records reflecting the action taken.

(2) Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

(3) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

**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, but not limited to, 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 Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board's Conflict of Interest policy and Indiana law.

**ARTICLE V**  
**COMMITTEES**

**5.01 Committees**

The Board of Directors may 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 final action on any matter that requires Board approval;
- (b) amend the Articles of Incorporation or adopt new Articles of Incorporation of the Corporation;

- (c) fill vacancies on the Board or any committee of the Board;
- (d) amend or repeal Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolution of the Board;
- (f) appoint any committee or member of a committee of the Board;
- (g) expend corporate funds to support a nominee for director; or
- (h) approve any transaction:
  - (i) to which the Corporation is a party and one or more directors have a material financial interest; or
  - (ii) between the Corporation and one or more of its directors or between the Corporation or any person or entity in which one or more of its directors have a material financial interest.

### **5.02 Meetings and Action of Committees**

Meetings and action of a committee shall be governed by, held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the Board, 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 a committee may be determined either by resolution of the Board or by resolution of the committee. Special meetings of a committee may also be called by resolution of the Board. Notice of special meetings of a committee 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 may adopt rules for the governing of the committee not inconsistent with the provisions of these Bylaws.

## **ARTICLE VI**

### **OFFICERS**

#### **6.01 Officers**

The officers of the Corporation shall be a president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more offices, except for the president and secretary that must be two different persons. Officers may, but need not be members of the Board.

#### **6.02 Term of Office**

Each officer shall serve a one-year term of office and may serve multiple consecutive terms of office. Each officer's term of office shall begin upon the adjournment of the Board meeting at

which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

### **6.03 Removal and Resignation**

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

### **6.04 President**

The President shall be the chief executive of the Corporation. The President shall perform all duties incident to the office or properly required by the Board.

### **6.05 Vice President**

In the absence or disability of the President, the ranking vice-president or vice-president designated by the Board shall perform the duties of the President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall have such other powers and perform such other duties prescribed for them by the Board or the President.

### **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. 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 or the President.

### **6.07 Treasurer**

The Treasurer shall be responsible 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 on a timely basis or as may be required by the Board. The Treasurer shall perform all duties properly required by the Board or the President.

## **ARTICLE VII**

### **CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

#### **7.01 Contracts and other Writings**

Except as otherwise provided by resolution of the Board, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the President

and attested by the Secretary 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 (1) 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 (2) 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 pursuant to 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 Indiana 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 the Board, a record of all actions taken by Board without a meeting, and a record of all actions taken by committees of the Board. In addition, the Corporation shall keep a current copy of the corporation's Articles of Incorporation and Bylaws.

#### **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 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 the 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 BCF 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 at least two-thirds of the Board of Directors then in office at a meeting of the Board, provided, however, that:

(a) 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 IRC; and,

(b) all amendments be consistent with the Corporation's Articles of Incorporation.

## **ARTICLE IX**

### **DUE DILIGENCE POLICY**

In furtherance and protection of its tax exemption, when making contributions to other organizations, domestic or foreign, BCF 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 utilized.

# **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 the Corporation's records.

### **10.02 Policy**

Section 1. General Guidelines. Whenever possible, records shall be scanned or otherwise digitized and kept in digital/electronic form. Appropriate, secure offsite backup copies shall be maintained for all records of the Corporation. Records should not be kept if they are no longer needed for the operation of the Corporation 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, BCF 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. BCF 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 the Corporation 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 Corporation's Articles of Incorporation, By-Laws and IRS Form 1023 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 and expenditures. Tax records should be retained for at least seven years after 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 keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against the employee. 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 or suitable electronic data repository. A clean copy of all other Board and committee materials should be kept by the Corporation for no less than seven 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 the longer of seven years after the filing of the last income tax return affected by said documents or 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 the longer of seven years after the filing of the last income tax return affected by said documents, or at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence (which includes emails, text messages and other electronic communications) 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 after the filing of the last tax return affected by said documents. 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:**

(a) printed in hard copy and kept in the appropriate file; or

(b) downloaded to a computer file and kept electronically or on disk as a separate file, with appropriate secure offsite backup in accordance with the Corporation's general record retention policy. 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, BCF 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; and

(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)**

BCF 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**

BCF shall make "widely available" the aforementioned documents on its internet website: [www.bettercommunicationfdn.org](http://www.bettercommunicationfdn.org) to be viewed and inspected by the general public.

(a) The documents shall be posted in PDF or 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) BCF shall not charge a fee for downloading the information. Documents shall be posted as PDF files, or some other format that does not require special computer hardware or software (other than software readily available to the public free of charge).

(d) BCF 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)**

BCF 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; and

(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 and by his or her legal representative.

(b) No staff records shall be made available to any person outside the Corporation except authorized governmental agencies.

(c) Within the Corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that 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 Board, the Board's legal counsel and the donor concerned and by the donor's legal representative.

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

(c) Within the Corporation, donor records shall be made available only to those persons with managerial responsibilities for dealing with those donors, except that donor records shall be made available to the Board when requested.

## **ARTICLE XII**

### **CODES OF ETHICS AND WHISTLEBLOWER POLICY**

#### **12.01 Purpose**

BCF 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 BCF 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 BCF is in violation of law, a written complaint must be filed by that person with the President, the Vice President or any member of the Board.

#### **12.03 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Bylaws or the Corporation's Code of Ethics (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**

A person reporting an alleged violation of the Code or Bylaws is protected from retaliation only if she or he brings the alleged unlawful activity, policy, or practice to the attention of BCF and provides BCF a reasonable opportunity to investigate and correct the alleged wrongful activity. The protection described in this section of the Bylaws is only available to individuals that comply with this requirement. BCF 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 BCF or of another individual or entity with whom BDF has a business or professional relationship, on the basis of a reasonable belief that the practice is in violation of the Code, these Bylaws, law, or a clear mandate of public policy. BCF 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 BCF that the individual reasonably believes is in violation of this Code, these Bylaws, a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy.

#### **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 President, Vice President or Board member receiving the complaint shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation. This policy shall be made available to all directors, officers, staff persons 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 at a duly called meeting of the Board at which a quorum is present.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of the Better Communication Forum, Inc., an Indiana non-profit corporation (the "BCF", the "Forum" or the "Corporation"), were approved by the Forum's Board of Directors on May 20, 2014 and constitute a complete copy of the Bylaws of the Corporation.

Secretary Brandi M Coomer

Date: 5/21/2014