

# NON-PROFIT CORPORATE BYLAWS

## Clover Squares of Levy County, Inc.

### ARTICLE I

#### NAME

##### 1.01 Name

The name of this corporation shall be Clover Squares of Levy County, Inc. The business of the corporation may be conducted as Clover Squares of Levy County, Inc. or Clover Squares.

### ARTICLE II

#### PURPOSES AND POWERS

##### 2.01 Purpose

Clover Squares of Levy County, Inc. is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Clover Squares of Levy County, Inc.'s purpose is to educate the public about and preserve Florida State's designated Folk Dance, Square Dancing.

##### 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 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.

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

**(a) Nonprofit Legal Status.** Clover Squares of Levy County, Inc. is a Florida non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

**(b) Exempt Activities Limitation.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by

an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

**(c) Distribution Upon Dissolution.** Upon termination or dissolution of the Clover Squares of Levy County, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the Clover Squares of Levy County, Inc. hereunder shall be selected by a majority vote of those Board Members present at the last meeting Board Meeting held by Clover Squares of Levy County, Inc.

## ARTICLE III

### Membership

**3.01 Membership and Qualifications.** The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms, and other conditions of each class of member. There shall be the following classes of members:

**(a) Individuals:** Individual members shall consist of one person who is of legal age and who meets any additional requirements for individual membership as may be imposed by the Board of Directors from time to time. Individual members shall have one vote.

**(b) Family:** A Family Members shall consist of any two or more individuals living at the same address whether related or not and who meet any additional requirements for family membership as may be imposed by the Board of Directors from time to time. Each Family membership shall have a maximum of two votes. The voting members of the family must be of legal age and shall be designated on the annual membership renewal form.

**(c) Corporate (or "Associate"):** Corporate members shall consist of any corporation or Association and that meets any additional requirements for corporate membership as may be imposed by the Board of Directors from time to time. Associate members are non-voting members.

**(d) Honorary Members:** The Board of Directors may designate individuals and youth members who do not qualify under the foregoing categories as honorary members, using such criteria as the Board may develop. Honorary members are non-voting members.

**(e) Life Members:** The Board of Directors by a majority vote may from time to time grant an individual a Life Membership based on any requirements as set forth by the Board. A Life Membership shall have one vote. Life Memberships once granted is not revocable by any future Board of Directors or by vote of the membership.

**3.02 Voting Rights.** Only individual & family members in good standing and present shall have the right to vote at the annual meeting of the members on those items specified in Section 3 (below), as well as to vote on such other issues as the Board may choose to bring before the members. Other classes of members may attend meetings, but may not vote.

### **3.03 Membership Meetings.**

(a) There shall be an annual meeting of the members upon such date, time and place as the Board shall determine. During the annual meeting, voting members shall have the right to vote on the election of the Board of Directors and officers, approval of any amendments to the Bylaws that may be proposed by the Board and any changes to the Articles of Incorporation. Voting on all other matters is expressly reserved for the Board of Directors.

(b) Special meetings of the members may be called by the Chair of the Board or upon the request of 20% percent of the total voting members. Members shall receive not less than 10 days prior written notice of special meetings. Notice shall be given in the manner specified in Section 2 of Article VII of these bylaws, and the notice shall state the purposes of the special meeting. No other matters other than stated in the purpose for the special meeting may be addressed.

**3.04 Majority and Voting.** Each voting member in good standing shall have one vote at any meeting of the members so long as they are a member on the date of the notice. A majority shall consist of 51% percent of the total voting members present. A majority of the votes cast at a meeting shall constitute the action of the members.

**3.05 Removal.** Any member may be removed from membership by a majority vote of the Board of Directors only for cause, which is defined as failure to pay dues or by commission of a detrimental act against the Corporation.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

**4.01 Powers.** There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

**4.02 Number and Qualifications.** The members of the initial Board of Directors of the Corporation shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of no less than 3 and no more than 5 individuals. Up to three of the Directors shall also be the elected Officers of the Corporation. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

**4.03 Election and Term of Office.** The members of the Board of Directors shall be elected by the voting members at the annual meeting of the members by written ballot. Directors on the Board of Directors shall serve for a term of one year.

**4.04 Resignation.** Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

**4.05 Removal.** Any director may be removed from such office, with or without cause, by a majority vote of the voting members at any regular or special meeting of the members called expressly for that purpose.

**4.06 Vacancies.** Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

**4.07 Regular Meetings.** A regular annual meeting of the Board of Directors of the Corporation shall be held each year, at such time, day, and place as shall be designated by the Board of Directors.

**4.08 Special Meetings.** Special meetings of the Board of Directors may be called at the direction of the Chair or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

**4.09 Notice.** Notice of the time, day, and place of any meeting of the Board of Directors shall be given to all members at least 10 days prior to the meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

**4.10 Quorum.** A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**4.11 Manner of Acting.** Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

**4.12 Unanimous Written Consent In Lieu of a Meeting.** The Board may take action without a meeting if written consent to the action is signed by all of the directors.

**4.13 Telephone Meeting.** Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

**4.14 Conflicts of Interest.**

**(a)** In the event that any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director

any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

**(b)** No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

**4.15 Board Meeting Attendance.** Board Meeting are open to any members for questions, suggestion and observation only.

**4.16 Spouse Substitutes.** Provided Spouses are both voting members of the club, a spouse may have proxy rights for the elected spouse at any Board Meeting.

## ARTICLE V

### OFFICERS

**5.01 Officers.** The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer. The Corporation shall have such other assistant officers as the Board of Directors may deem necessary, and such officers shall have the authority prescribed by the Board. One person may hold more than one office, other than the offices of President and Secretary.

**5.02 Election of Officers.** The officers of the Corporation shall be elected by the voting members at the annual meeting of the members by written ballot.

**5.03 Term of Office.** The officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for one year until the next annual meeting or until their respective successors shall have been duly elected.

**5.04 Resignation.** Any officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

**5.05 Removal.** Any officer may be removed from such office, with or without cause, by a majority vote of the voting members present at any regular or special meeting of the members expressly for that purpose.

**5.06 Vacancies.** A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

**5.07 President.** The President shall give active direction and have control of the business and affairs of the Corporation. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President as may be prescribed by the Board of Directors. The President shall serve as the Chairman of the Board of Directors.

**5.08 Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

**5.09 Treasurer.** The Treasurer shall be responsible for and oversee all financial administration of the Corporation. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

## **ARTICLE VI**

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

#### **6.01 Contracts and other Writings**

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

#### **6.02 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 any two non-cohabitating members of the Board of Directors of the corporation and in such manner as shall from time to time be determined by resolution of the board.

#### **6.03 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.

#### **6.04 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 a majority of the membership. Such authority may be general or confined to specific instances.

## **6.05 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 Florida 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 VII**

### **MISCELLANEOUS**

#### **7.01 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.

#### **7.02 Fiscal Year**

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

#### **7.03 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.

#### **7.04 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 Clover Squares of Levy County, Inc. 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.

#### **7.05 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the members present at the annual membership meeting provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that all amendments be consistent with the Articles of Incorporation.

#### **7.06 Notification of Meetings.**

Notices of any and all meetings will be done by electronic notification sent to the e-mail listed on the member's annual application.

### **ARTICLE VIII**

#### **COUNTERTERRORISM AND DUE DILIGENCE POLICY**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Clover Squares of Levy County, Inc. 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.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Clover Squares of Levy County, Inc. 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.



Clover Squares of Levy County, Inc. 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 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 Clover Squares of Levy County, Inc. records.

#### 9.02 Policy

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

**(b) Exception for Litigation Relevant Documents.** Clover Squares of Levy County, Inc. 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 Clover Squares of Levy County, Inc. 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.

#### **(c) Minimum Retention Periods for Specific Categories**

**1. 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.

**2. 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.

**3. 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.

**4. Board and Board Committee Materials.** Meeting minutes should be retained in perpetuity in the corporation'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 corporation.

**5. 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.

**6. 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.

**7. 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.

**8. 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.

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

**10. 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.

**11. Insurance.** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

**12 Audit Records.** External audit reports should be kept permanently. Internal audit reports should be kept for three years.

**13. Electronic Mail.** The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

## **ARTICLE X**

### **Transparency and Accountability**

#### **Disclosure of Financial Information With The General Public**

##### **10.01 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly available, Clover Squares of Levy County, Inc. 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.

The details of this policy are as follow:

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

Clover Squares of Levy County, Inc. 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.

##### **10.03 Means and Conditions of Disclosure**

Clover Squares of Levy County, Inc. 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) Clover Squares of Levy County, Inc. 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) Clover Squares of Levy County, Inc. 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.

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

Clover Squares of Levy County, Inc. 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.

#### **10.05 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.

#### **10.06 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.

#### **10.07 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.

## **ARTICLE XI**

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

#### **11.01 Purpose**

Clover Squares of Levy County, Inc. 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 Clover Squares of Levy County, Inc. 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.

#### **11.02 Reporting Violations**

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

#### **11.03 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.

#### **11.04 Retaliation**

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

Clover Squares of Levy County, Inc. 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 Clover Squares of Levy County, Inc. or of another individual or entity with whom Clover Squares of Levy County, Inc. 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.

Clover Squares of Levy County, Inc. 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 Clover Squares of Levy County, Inc. 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.

### **11.05 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.

### **11.06 Handling of Reported Violations**

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

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

## **ARTICLE XII**

### **AMENDMENT OF Articles of Incorporation**

#### **12.01 Amendment**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the membership present at the annual membership meeting.

### **CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of Clover Squares of Levy County, Inc. were approved by the Clover Squares Of Levy County, Inc. board of directors on \_\_\_\_\_ and constitute a complete copy of the Bylaws of the corporation.

Secretary \_\_\_\_\_

Date: \_\_\_\_\_