



NON-PROFIT CORPORATE BYLAWS

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be Amazon Pueblo. The business of the corporation may be conducted as Amazon Pueblo or Amazon Pueblo, Inc.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

Amazon Pueblo 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. No part of the net earnings of Amazon Pueblo shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, 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 outlined in the purpose clause hereof.

Amazon Pueblo's purpose is to help the indigenous community of La Libertad, Amazonas, Colombia, to enhance their dignity and quality of life. This will be achieved through volunteerism by helping the community follow sustainable practices with food, water, energy, and economics.

We provide education to the public in supporting countries by giving free lectures and slideshows titled “The Amazon Pueblo Project” in schools, libraries, and other public venues, as well as utilizing social media channels and the corporation’s website to provide information about what the project is doing to help the people of the village to find solutions to the problem of living without adequate levels of sustainability.

Our programs include sending out volunteers to raise social consciousness about the cause on a local and global level and to hold fundraising events to assist the indigenous people of the village of La Libertad.

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.

We also provide volunteer opportunities in the village of La Libertad for involvement in said activities and programs to have a more significant impact for change in teaching best sustainable practices.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any lawful acts that 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 goals. The corporation's powers may include but are not limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. Amazon Pueblo is a Maine 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 outlined in the Articles of Incorporation and these Bylaws.

2.04 Distribution Upon Dissolution

(a) Distribution Upon Dissolution. Upon the dissolution of the corporation Amazon Pueblo, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

MEMBERSHIP

3.01 No Membership Classes

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

3.02 Non-Voting Affiliates

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

3.03 Dues

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

ARTICLE IV

BOARD OF DIRECTORS

4.01 Number of Directors

Amazon Pueblo shall have a board of directors consisting of at least four and no more than 12 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including staggering the terms of directors.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board, and the affairs of the Amazon Pueblo shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Terms

- (a)** All directors shall be elected to serve a two-year term. However, the term may be extended until a successor has been elected.
- (b)** Director terms shall be staggered so that approximately half the directors will end their terms in any given year.
- (c)** Directors may serve terms in succession.
- (d)** The term of office shall be considered to begin January 1 and end December 31 of the second year in office unless the period is extended until a successor has been elected.

4.04 Qualifications and Election of Directors

To be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board of directors. Directors may be elected at any board meeting by the majority vote of the existing board of directors. 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 due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

(a) Unexpected Vacancies. The board shall fill vacancies in the board of directors due to resignation, death, or removal for the balance of the term of the director being replaced.

4.06 Removal of Directors

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

(a) the director is absent and unexcused from two or more Board of Directors meetings in twelve months. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to forgive him/herself from the board meeting attendance; in that case, the board vice president shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made, the director in question is given electronic or written notification of the board's intention to discuss her/his case and is allowed to be heard at a meeting of the board.

4.07 Board of Directors Meetings

(a) Regular Meetings. The Board of Directors shall have a minimum of three (3) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, 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 meeting's place, day, and hour. The purpose of the meeting need not be specified. Meetings may be held electronically, by conference call, video conference, or by email exchange during a set time.

(b) Special Meetings. The president may call special meetings of the board, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least two 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 Maine 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 business transaction at that board meeting. The board shall consider no business at any meeting at which a quorum is absent.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the majority of the directors present at a meeting at which a quorum is present shall be the board's act.

(c) Hung Board Decisions. On the occasion that directors of the board cannot decide based on a tied number of votes, the president or treasurer, in the order of presence, shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

(e) Written Consent

- i. Board actions may be taken by written consent.
- ii. If an item for board action is best addressed before a board meeting, the following factors will be considered by the Board President before determining whether to ask for an action by written consent:
 - a. How soon a decision is required.
 - b. Whether the decision would be better made after further discussion and/or whether alternatives should be considered.
 - c. Whether the action is a routine action that the Executive Committee can take instead of the board at a Committee meeting.
 - d. Whether a conference call meeting can be scheduled and held (either just for discussion or, if a quorum is obtained, to take a vote).
- iii. If, after considering the above factors, the Board President determines it would be best to take the action by written consent, the Board President may have the Secretary draft the proposed action and email it as an attachment to all directors at their respective email addresses.
- iv. The action shall allow a director to check that he or she favors or opposes the particular action.

- v. Each director electronically signs and returns the written consent to the Secretary by email within 24 hours unless another deadline is provided in the email.
- vi. Upon the Secretary's receipt and verification of all written consents approving the action, the action is duly approved. Regardless of whether the activity is approved, the Secretary will confirm whether the action has passed or failed by emailing all directors upon receipt of all the individual written consents.
- vii. The Secretary will file all written consents with the corporation's minute book.
- viii. The Board will ratify any action taken by written consent at the next Board meeting. The minutes of this meeting will record the ratification.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the 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 state law.

4.11 Non-voting members of the Board of Directors:

- (a) Participation. Persons appointed to the position of Honorary Board Member.
- (b) Quorum. Non-voting members of the Board of Directors shall not be included in the calculation of quorum.

ARTICLE V

COMMITTEES

5.01 Committees

The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also requires board members' approval or approval of a majority of all members;
- (b) fill vacancies on the board of directors of any committee which has the authority of the board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the board of directors or the members of these committees;
- (f) expend corporate funds to support a nominee for director or
- (g) approve any transaction;
- (i) to which the 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 in which one or more of its directors have a material financial interest.

5.2 Meetings and Action of Committees

Meetings and actions of the committees shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special committee meetings may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate

members, who shall have the right to attend all committee meetings. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for governing the committee not inconsistent with the provision of these Bylaws.

5.3 Informal Action by The Board of Directors

Any action required or permitted by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section, an e-mail transmission from an e-mail address on record constitutes valid writing. This provision intends to allow the board of directors to use email to approve actions as long as a quorum of board members gives consent.

ARTICLE VI

OFFICERS

6.01 Board Officers

The corporation's officers shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by and serve at the pleasure of the board of directors. Each board officer shall have the authority to perform the duties set forth in these Bylaws, 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 presidents⁵⁶ and other officers as it deems expedient for the proper conduct of the corporation's business, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where the action of two or more officers is required.

6.02 Term of Office

Each officer shall serve a two-year term of office. Each board 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. Any officer may resign at any time by giving written notice to the corporation without prejudice to the corporation's rights, if any, 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. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board President

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

6.05 Vice President

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

6.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. With the approval of the Board, the secretary may appoint a director to assist in the performance of all or part of the duties of the

secretary.

6.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and 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 the approval of the board, a qualified fiscal agent or member of the staff to assist in performing all or part of the treasurer's duties.

6.08 Non-Director Officers

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

ARTICLE VII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and Other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the 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 corporation's credit 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 repay 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 Maine 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. It shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by the Board of Directors without an appointment, 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 corporation's fiscal year 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 contemplating any transaction or arrangement that may benefit any director, officer, employee, affiliate, or committee member with board-delegated powers.

8.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis concerning age, sex, race, religion, national origin, and sexual orientation. Amazon Pueblo's policy is not to discriminate based on race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

- (a)** that no amendment shall be made to these Bylaws that 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 directors at a Board meeting.

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

ARTICLE IX

COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Amazon Pueblo 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 of the "Voluntary Best Practice for US. Based Charities" is not mandatory, Amazon Pueblo willfully and voluntarily recognizes and puts into practice these guidelines and suggestions to reduce, develops, re-evaluates, 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.

Amazon Pueblo shall also comply with and put into practice the federal guidelines, suggestions, laws, and limitations 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) regarding its foreign activities.

ARTICLE X

DOCUMENT RETENTION POLICY

10.01 Purpose

This document retention policy aims to establish standards for document integrity, retention, and destruction and to promote the proper treatment of Amazon Pueblo 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 required by law. Unnecessary documents 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, Amazon Pueblo may establish retention or destruction policies or schedules for specific categories of records to ensure legal compliance and 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 records specified below and those not included in the identified categories should be determined primarily by applying the general guidelines affecting document retention and the exception for litigation-relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. Amazon Pueblo 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 Amazon Pueblo 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 documents 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 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 filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep specific information on recruitment, employment, and personnel. 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. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that it should have its copy to test the accuracy of any document a public member 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 necessary payments and purchases) should be kept for three years. Any inventories of products, materials, supplies, and invoices should be kept for seven years.

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

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

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

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

(ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XI

Transparency and Accountability

Disclosure of Financial Information to the General Public

11.01 Purpose

By publicly providing full and accurate information about its mission, activities, finances, and governance, Amazon Pueblo 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 the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and the public
- (c) specify the procedures for altering the open/closed status of documents and materials.

The details of this policy are as follows:

11.02 Financial and IRS documents (form 1023 and form 990)

Amazon Pueblo 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

Amazon Pueblo shall make “Widely Available” the documents above on its website, www.amazonpueblo.org, 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 inform readers that the document is available and provide instructions for downloading it.
- (c) Amazon Pueblo shall not charge a fee for downloading the information. Documents shall not be posted in a format requiring special computer hardware or software (other than software readily available to the public free of charge).
- (d) Amazon Pueblo shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven days for mailed requests.

11.04 IRS Annual Information Returns (Form 990)

Amazon Pueblo shall submit Form 990 to its board of directors before the filing of the Form 990. While neither the approval of the Form 990 nor 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 directors via

(hard copy or email) at least ten 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 concerned staff member or their legal representatives.
- (b) No staff records shall be made available to anyone 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 anyone 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 XII

CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 Purpose

Amazon Pueblo requires and encourages directors, officers, and employees to observe and practice high business and personal ethics standards in their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their obligations and comply with all applicable laws and regulations. Amazon Pueblo intends to adhere to all rules and regulations that apply to the corporation, and the underlying purpose of this policy is to support the corporation's goal of legal compliance. All corporate staff support is necessary to comply 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 Amazon Pueblo violates law, a written complaint must be filed by that person 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 act 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 have been made maliciously or knowingly 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 Amazon Pueblo and provides Amazon Pueblo with a reasonable opportunity to investigate and correct the apparent criminal activity. The protection described below is only available to individuals who comply with this requirement.

Amazon Pueblo 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 Amazon Pueblo or of another individual or entity with whom Amazon Pueblo has a business relationship, based on a reasonable belief that the practice violates law or a clear mandate of public policy.

Amazon Pueblo shall not retaliate against any director, officer, staff, or employee who discloses or threatens to disclose to a supervisor or a public body any activity, policy, or practice of Amazon Pueblo that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated under 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 shall promptly investigate all reports 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, or employees, and they shall have the opportunity to ask questions about the procedure.

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.