

NON-PROFIT COMMUNITY CLUB BYLAWS

ARTICLE I

Bears Las Vegas

Section I

The name of this non-profit community club shall be **Bears Las Vegas**. The club business may be conducted as **Bears Las Vegas, Bears LV** or **BLV**.

ARTICLE II

PURPOSES AND POWERS

Section I Purpose

Bears Las Vegas is a non-profit volunteer based social club formed under the NRS Chapter 82 and shall be operated 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.

Bears Las Vegas is a social club which organizes activities for its members that allows them to interact with each other, meet new people and make new friends. **Bears Las Vegas** is committed to building a stronger community in Las Vegas with its events. **Bears Las Vegas** will/may produce, manage and sell **Bear Las Vegas** merchandise, facilitate raffles, as well as conduct other business sales benefitting **Bears Las Vegas** during its events. Although we are not a fundraising club all net proceeds will be returned to the Las Vegas community by donation, whether it is financial or in-kind contributions. Donations will be made to a preferred community based organization as designated by the Board of Directors and supported by its members.

Section II Powers

The club 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 achieve its social & charitable purposes, for which the group is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the club may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Section III Non-Profit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status. **Bears Las Vegas** is a Nevada non-profit social group, 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 group shall take any action or carry on any activity by or on behalf of the group 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 group shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the group 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 these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the **Bears Las Vegas**, 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 group.

The organization to receive the assets of the **Bears Las Vegas** hereunder shall be selected in the discretion of a majority of the managing body of the group, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the **Bears Las Vegas**, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Nevada.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the **Bears Las Vegas**, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Nevada to be added to the general fund.

ARTICLE III

MEMBERSHIP

Section I Membership

Bears Las Vegas is a volunteer based organization for Bears and their admirers. **Bears Las Vegas** defines “Bears” as a lifestyle choice for all gay men being inclusive of a “come as you are persona”, accepting and supporting each other in a social setting to feel good in our own skin regardless of body type, age, national origin, disability, etc. Members of **Bears Las Vegas** will encourage each other to participate in all activities/functions organized by **Bears Las Vegas**, cultivating a stronger community. Members of **Bears Las Vegas** agree to adopt a “come as you persona” characterized by:

- (a) Members understand that they are coming to a **Bears Las Vegas** event to have fun and meet lots of wonderful people, and will contribute to an environment free of drama and judgment.
- (b) Members understand they participate voluntarily at all **Bears Las Vegas** events and will not hold **Bears Las Vegas**, its membership, or any organizations associated with **Bears Las Vegas** responsible for any loss or injury to its person or property.
- (c) Members understand that organizers of **Bears Las Vegas** are not responsible for the cancellation or postponement of an event due to events/circumstances beyond their control or due to a natural disaster.
- (d) Members understand that organizers of **Bears Las Vegas** may modify activities/meetings/events at any time, and the organizers will notify members of modifications as soon as possible.
- (e) Members understand that the use of illegal substances is prohibited at all **Bears Las Vegas** events.
- (f) Members understand that unless otherwise sanctioned by the venue, public nudity and public sex is prohibited at all **Bears Las Vegas** events.
- (g) Members understand that photography and/or video recording may occur at any event at any time. **Bears Las Vegas** will not be held liable for photography taken by any member/attendee, unless otherwise prohibited by the venue. It is the members/attendees personal responsibility to inform the

photographer or videographer if they do not wish their picture/video to be taken while at a **Bears Las Vegas** event.

(h) Members understand that if they allow their picture/video to be taken of them while attending a **Bears Las Vegas** event the photograph/video is the property of the photographer (regardless if photographer is an agent of **Bears Las Vegas** or not), and may be used on the web, or in print form, or advertisement for another **Bears Las Vegas** event, or by the photographer for their designated use which is out of the control of **Bears Las Vegas**. Although **Bears Las Vegas** will encourage members to post pictures respectfully & responsibly, **Bears Las Vegas** has no control over where/how photos will be used if the photographer is not a **Bears Las Vegas** Board Member.

(l) Members will use discretion when posting information to the Bears Las Vegas website and Facebook page, and postings will be removed at the discretion of the site administrators if it violates club rules.

Section II Membership Classes

(a) Associate Member

Bears Las Vegas is an open-membership group. Anyone interested in attending meetings and/or events hosted by **Bears Las Vegas**, or those who wish to volunteer at events, are welcome and considered an associate member.

(b) Committee Members

Bears Las Vegas is a social club which organizes activities for its members that allows them to interact with each other, meet new people, and make new friends. Associate members who volunteer to assist with plan, organizing and/or facilitate group activities will be considered a committee member.

(c) Voting members

Any associate member who attends at least three (3) Member Meetings, or works as an active committee member, over a six-month period will become a Voting Member. Only Voting Members are allowed to vote on decisions brought before **Bears Las Vegas**. Any voting member who does not attend a meeting or work as an active committee member for six months, will become an associate member, and need to re-earn their voting membership status, if desired.

ARTICLE IV

BOARD OF DIRECTORS

Section I Number of Directors

(a) **Bears Las Vegas** shall have a board of directors consisting of at least three (3) but no more than five (5) executive directors. Within these limits, the board may increase or decrease the number of executive directors serving on the board, including for the purpose of staggering the terms of directors.

(b) An advisory committee shall be created under Article VIII and are in good standing as set forth in Section IV of this article. Advisory board members shall be allowed to participate in all bi-annual & monthly meetings, executive board meetings, and special meetings. Advisory board will serve as an advisor only and will have the same voting privileges as a voting member as set forth in Article III (c) or such powers as designated by the board.

Section II Powers

The Board of Directors shall have the general power to manage and control the affairs and property of the **Bears Las Vegas**, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

Section III Terms

- (a) All directors shall be elected to serve a two (2) 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 number of 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 September 1 and end August 31 of the second year in office, unless the term is extended until such time a successor has been elected.

Section IV 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 an affiliate within the classification of committee member created by the board of directors. Directors will 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 in office shall take place in September of each year.

Section V Vacancies

The board of directors may fill vacancies due to the expiration of a director's term 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.** Vacancies in the board of directors due to resignation, death or removal shall be filled by the board for the balance of the term of the director being replaced.

Section VI Resignation & Removal of Directors

A director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of the **Bears Las Vegas** or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors. A director who resigns from their position prior to the end of their two year term is not eligible to serve on the Advisory Board, unless good cause exists. Good cause reason and approval will be at the discretion of the current board of directors.

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

- (a) The director is absent and/or unexcused from two or more meetings of the board of directors in a twelve month period. 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 excuse him/herself from the board meeting attendance and 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 given the opportunity to be heard at a meeting of the board.

Section VII Board Meetings

(a) Bi-annual and Regular Meetings. The board of directors shall have a minimum of twelve (12) regular member meetings each calendar year at times and places fixed by the board. The Board of Directors shall hold an Executive Board meeting one (1) hour prior or immediately after each monthly meeting to discuss executive business, as deemed necessary by a majority of the Board. The Board of Directors shall hold a bi-annual election meeting in conjunction with the monthly board meetings at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, facsimile transmission or means of electronic transmission to each Director at his address, phone and/or email as shown in the records of the **Bears Las Vegas**, 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 of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without of Nevada, as the date, hour, and place for holding any special meeting of the Board called by them, but not the purpose of the meeting. A special meeting must be preceded by at least 24 hour notice to each director.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Nevada Law.

Section VIII Manner of Acting

(a) Quorum & Proxies. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall be permitted.

(b) Majority Vote. Except as otherwise required by law or by the bylaws, 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 directors of the board are unable to make a decision 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, 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) Informal Acton. Any action may be taken without a meeting of the directors if consent in writing setting forth the action so taken shall be signed by all of the directors. Signatures may be collected in person or by electronic means i.e. text, facsimile etc.

Section IX 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.

Section X Compensation for Professional Services by Directors

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

ARTICLE VI

OFFICERS

Section I Board Officers

The officers of the group shall be a board president, vice-president, secretary, treasurer, and executive committees chair, and all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the group, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

Section II Term of Office

Each officer shall serve a two-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, 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.

Section III 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 group without prejudice to the rights, if any, of the group 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.

Section IV Board President

The President shall be the chief executive officer of the **Bears Las Vegas** and, in general, shall supervise and control all of the business and affairs of the **Bears Las Vegas**. He may sign, with the Secretary or any other proper Officer of the **Bears Las Vegas** authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section V Vice President

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

Section VI Secretary

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

Section VII Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the group. The treasurer shall oversee and keep the board informed of the financial condition of the group 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 group, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

Section VIII Executive Committees Chair

The Executive Committee Chair shall be responsible for the creation and management of, and serve as advisor to, all regular committees formed under Article III of the bylaws. The Executive Committee Chairman will nominate all Committee Chairman and Vice Chairman, to be ratified and approved by an affirmative vote of a majority of the Board of Directors.

Article VII

REGULAR COMMITTEES

Section I. Purposes

The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

Section II. Number, Election, and Term of Office.

The Executive Committee Chair and the specific Committee Chair shall determine the number of volunteers of each regular committee. Members of each regular committee shall be appointed by the Committee Chair and shall serve until resignation. Removal of Committee Chair can be determined by the affirmative vote of a majority of the Board of Directors.

Section III. Officers.

The Executive Committee Chair may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee. The Chairman and Vice Chairman of each such committee shall have such duties as the Executive Committee Chair prescribes.

Section IV Vacancies.

The Committee Chair shall fill vacancies in the membership of any committee.

Section V. Powers.

Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

ARTICLE VIII

ADVISORY COMMITTEE

Section I. Purpose.

The purpose of the advisory committee shall be to advise the Board of Directors on such matters relating to the **Bears Las Vegas**.

Section II Membership.

Membership is comprised of former executive board members, who have completed at least one full two-year term, remain in good standing and maintain active participation in the group as outlined in Article III (c). Members shall serve until resignation or removal by the affirmative unanimous vote of the Board of Directors.

Section 3. Powers.

Each advisory committee shall have the power to advise the Board of Directors and such other powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

ARTICLE IX

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

Section I Contracts and other Writings

The Board of Directors may authorize any Officer or Officers, agent or agents of the **Bears Las Vegas**, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the **Bears Las Vegas**, and such authority may be general or confined to specific instances.

Section II Checks, Drafts

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the **Bears Las Vegas**, shall be signed by such Officer or Officers and/or agent or agents of the **Bears Las Vegas** and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section III Deposits

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

Section IV Loans

No loans shall be contracted on behalf of **Bears Las Vegas** 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.

Section V Indemnification

(a) Mandatory Indemnification. The group 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 group against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The group shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the group, 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 group 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 group in these Bylaws.

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

ARTICLE X

MISCELLANEOUS

Section I Books and Records

The **Bears Las Vegas** shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. Financial reviews will be available at every meeting.

Section II Fiscal Year

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

Section III Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the group'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.

Section IV Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this group shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, sexual orientation or gender identity. It is the policy of **Bears Las Vegas** not to discriminate on the basis of race, creed, ancestry, marital status, gender or gender identification, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

Section V Bylaw Amendment

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting., provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the group to cease to qualify as an exempt group 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.

ARTICLE XI

COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, **Bears Las Vegas**. shall stipulate how the funds will be used and shall require the recipient to provide the group 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, **Bears Las Vegas** 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.

Bears Las Vegas 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 XII

DOCUMENT RETENTION POLICY

Section I Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of **Bears Las Vegas** records.

Section II 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.

From time to time, **Bears Las Vegas** 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.

(b) Exception for Litigation Relevant Documents. **Bears Las Vegas** 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 **Bears Las Vegas** 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

(i) Group Documents. Group records include the group's By-Laws and IRS Form 1023 and Application for Exemption. Group records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(ii) 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 group's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(iii) Employment Records/Personnel Records. State and federal statutes require the group to keep certain recruitment, employment and personnel information. The group should also keep personnel files that reflect performance reviews and any complaints brought against the group or individual employees under applicable state and federal statutes. The group 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.

(iv) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the group'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 group.

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

(vi) 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.

(vii) Marketing and Sales Documents. The group 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.

(vii) **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 group and are protected as a trade secret where the group:

- (1) derives independent economic value from the secrecy of the information; and
- (2) has taken affirmative steps to keep the information confidential.

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

(x) **Contracts.** Final, execution copies of all contracts entered into by the group should be retained. The group 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.

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

(xii) **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.

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

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

(d) **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 XIII

Transparency and Accountability

Disclosure of Financial Information With The General Public

Section I Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, **Bears Las Vegas** practices and encourages transparency and accountability to the general public. This policy will:

- (a) Indicate which documents and materials produced by the group are presumptively open to staff and/or the public
- (b) Indicate which documents and materials produced by the group 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:

Section II Financial and IRS documents (The form 1023 and the form 990)

Bears Las Vegas 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.

Section III Means and Conditions of Disclosure

Bears Las Vegas shall make "Widely Available" the aforementioned documents on its internet website: www.bearsLasVegas.ning.com to be viewed and inspected by the general public. Furthermore, **Bears Las Vegas** will practice due diligence in periodically update its website and/or Facebook pages to inform members that new/updated documents are posted available for review.

- (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) **Bears Las Vegas** 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) **Bears Las Vegas** 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. Printing and mailing costs will be the responsibility of the requestor.

Section IV IRS Annual Information Returns (Form 990)

Bears Las Vegas 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 group'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.

Section V 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.

Section VI 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 group except the authorized governmental agencies.
- (c) Within the group, 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.

Section VII 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 group except the authorized governmental agencies.
- (c) Within the group, 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 XIV

CODES OF ETHICS AND WHISTLEBLOWER POLICY

Section I Purpose

Bears Las Vegas 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 group must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of **Bears Las Vegas** to adhere to all laws and regulations that apply to the group and the underlying purpose of this policy is to support the group's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

Section II Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of **Bears Las Vegas** is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

Section III 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.

Section IV Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of **Bears Las Vegas** and provides the **Bears Las Vegas** 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.

Bears Las Vegas 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 **Bears Las Vegas** or of another individual or entity with whom **Bears Las Vegas** 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.

Bears Las Vegas 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 **Bears Las Vegas** 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.

Section V 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.

Section VI 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.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of **Bears Las Vegas** were approved by the **Bears Las Vegas** board of directors on Friday, September 12, 2014 and constitute a complete copy of the Bylaws of the group.

Secretary _____

Date: _____