

1 **GRAIN PLACE FOUNDATION**

2 **CORPORATE BYLAWS**

3 **ARTICLE I**

4 NAME

5 **1.01 Name**

6 The name of this corporation shall be Grain Place Foundation. The business of the corporation may be conducted as
7 Grain Place Foundation.

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9 **ARTICLE II**

10 PURPOSES AND POWERS

11 **2.01 Purpose**

12 Grain Place Foundation is a non-profit corporation and shall be operated exclusively for educational and scientific
13 purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding
14 section of any future Federal tax code.

15 Grain Place Foundation's purpose is to advance management of life forms in symbiotic relationships for the
16 production of food, feed, and fiber, through operation of and cooperation with farming, field practice (and
17 observation), and providing educational programs.

18 We provide education by working with The Grain Place, Grain Place Foods, and other food producers and
19 processors to conduct field days, tours, conferences, and provide forums for sharing information. We publish and
20 distribute print and electronic media. We also provide speakers, programs, and information booths to schools and
21 organizations.

22 We further the development of scientific and agricultural knowledge by facilitating field experimentation and testing
23 by supporting such efforts through our ownership interest in The Grain Place and Grain Place Foods and cooperative
24 efforts with other farms and food processors.

25 To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which
26 fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and
27 scientific purposes.

28 At times, per the discretion of the board of directors, we may provide internships or volunteer positions which shall
29 provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

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32 **2.02 Powers**

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

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39 **2.03 Nonprofit Status and Exempt Activities Limitation.**

40 (a) Nonprofit Legal Status. Grain Place Foundation is a Nebraska non-profit public benefit corporation, recognized
41 as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

42 (b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer,
43 employee, member, or representative of this corporation shall take any action or carry on any activity by or on
44 behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3)
45 of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are
46 deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of
47 the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or
48 other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation
49 for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles
50 of Incorporation and these Bylaws.

51 (c) Distribution Upon Dissolution. Upon termination or dissolution of Grain Place Foundation, any assets lawfully
52 available for distribution shall be distributed to one (1) or more qualifying organizations described in Section
53 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute)
54 which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar
55 to the terminating or dissolving corporation.

56 The organization to receive the assets of Grain Place Foundation, hereunder shall be selected in the discretion of a
57 majority of the managing body of the corporation, and if its members cannot so agree, then the recipient
58 organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against
59 Grain Place Foundation, by one (1) or more of its managing body which verified petition shall contain such
60 statements as reasonably indicate the applicability of this section. The court upon a finding that this section is
61 applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving
62 preference if practicable to organizations located within the State of Nebraska.

63 In the event that the court shall find that this section is applicable but that there is no qualifying organization known
64 to it which has a charitable purpose, which, at least generally, includes a purpose similar to Grain Place Foundation,
65 then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State
66 of Nebraska to be added to the general fund.

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ARTICLE III

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MEMBERSHIP

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71 **3.01 No Membership Classes**

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

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75 **3.02 Non-Voting Affiliates**

76 The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations
77 established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the
78 mission of the corporation. The board, a designated committee of the board, or any duly elected officer in
79 accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to
80 recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and
81 obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without
82 the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition
83 and media coverage at fundraising activities, educational events, other events or at the corporation website.

84 Affiliates have no voting rights, and are not members of the corporation.

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86 **3.03 Dues**

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

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ARTICLE IV

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BOARD OF DIRECTORS

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92 **4.01 Number of Directors**

93 Grain Place Foundation, shall have a board of directors consisting of at least 3 and no more than 12 directors.

94 Within these limits, the board may increase or decrease the number of directors serving on the board, including for
95 the purpose of staggering the terms of directors.

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97 **4.02 Powers**

98 All corporate powers shall be exercised by or under the authority of the board and the affairs of Grain Place
99 Foundation, shall be managed under the direction of the board, except as otherwise provided by law.

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101 **4.03 Terms**

102 (a) All directors shall be elected to serve three-year terms, however the term may be extended until a successor has
103 been elected.

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

106 (c) Directors may serve terms in succession.

107

108 **4.04 Qualifications and Election of Directors**

109 In order to be eligible to serve as a director on the board of directors, the individual must be 19 years of age.

110 Directors may be elected at any board meeting by the majority vote of the existing board of directors.

111

112 **4.05 Vacancies**

113 The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or
114 removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the
115 maximum number of directors under these Bylaws.

116 (a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled
117 by the board for the balance of the term of the director being replaced.

118

119 **4.06 Removal of Directors**

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

121 (a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve month
122 period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the
123 board president. The president shall not have the power to excuse him/herself from the board meeting attendance
124 and in that case, the board secretary shall excuse the president. Or:

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

128

129 **4.07 Board of Directors Meetings.**

130 (a) Regular Meetings. The board of directors shall have a minimum of one (1) regular meeting each calendar year
131 to be held in July, at which time members and officers will be elected. Board meetings shall be held upon fourteen
132 (14) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice
133 delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be

134 deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the
135 place, day, and hour of meeting. The purpose of the meeting need not be specified.

136 (b) Special Meetings. Special meetings of the board may be called by the president, secretary, treasurer, or any
137 two (2) other directors of the board of directors. A special meeting must be preceded by at least two (2) days notice
138 to each director of the date, time, and place, and the purpose, of the meeting.

139 (c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Nebraska law.
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141 **4.08 Manner of Acting.**

142 (a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the
143 transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at
144 which a quorum is not present.

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

147 (c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied
148 number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on
149 his/her discretion.

150 (d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may
151 participate in a regular or special meeting through the use of any means of communication by which all directors
152 participating may simultaneously hear each other during the meeting, including in person, internet video meeting or
153 by telephonic conference call.
154

155 **4.09 Informal Action By The Board of Directors**

156 Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting
157 if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes
158 of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this
159 provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members
160 gives consent.
161

162 **4.10 Compensation for Board Service**

163 Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies
164 providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board
165 responsibilities, such as travel expenses to attend board meetings.
166

167 **4.11 Compensation for Professional Services by Directors**

168 Directors are not restricted from being remunerated for professional services provided to the corporation. Such
169 remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with
170 the board Conflict of Interest policy and state law.
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172 **ARTICLE V**

173 **COMMITTEES**

174 175 **5.01 Committees**

176 The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or
177 more committees, each consisting of one or more directors and additional persons who are not directors to serve at
178 the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have authority
179 to carry out decisions of the board, except that no committee may take action not authorized by the board.
180

181 **5.02 Meetings and Action of Committees**

182 Meetings of the committees may be called by resolution of the board of directors or by committee members. Notice
183 of special meetings of committees shall also be given to any and all alternate members, who shall have the right to
184 attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed
185 with the corporate records. The board of directors may adopt rules for the governing of the committee not
186 inconsistent with the provision of these Bylaws.
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189 **ARTICLE VI**

190 **OFFICERS**

191 192 **6.01 Board Officers**

193 The officers of the corporation shall be a board president, secretary, and treasurer, all of whom shall be chosen by,
194 and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the
195 duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to
196 prescribe the duties and authority of other officers. The board may also appoint additional other officers as it deems
197 expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and
198 shall perform such duties as the board of directors may determine. One person may hold two or more board offices,
199 but no board officer may act in more than one capacity where action of two or more officers is required.
200

201 **6.02 Term of Office**

202 Each officer shall serve a one-year term of office. Each board officer's term of office shall begin upon the
203 adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during
204 which a successor is elected.

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206 **6.03 Removal and Resignation**

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

212

213 **6.04 Board President**

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

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218 **6.05 Secretary**

219 The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and
220 committees of directors. The minutes of each meeting shall state the time and place that it was held and such other
221 information as shall be necessary to determine the actions taken and whether the meeting was held in accordance
222 with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and
223 committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as
224 may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the
225 board, a director to assist in performance of all or part of the duties of the secretary. In the absence or disability of
226 the board president, the secretary shall perform the duties of the board president. When so acting, the secretary shall
227 have all the powers of and be subject to all the restrictions upon the board president.

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229 **6.06 Treasurer**

230 The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The
231 treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or
232 financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget
233 preparation and shall ensure that appropriate financial reports, including an account of major transactions and the
234 financial condition of the corporation, are made available to the board of directors on a timely basis or as may be
235 required by the board of directors. The treasurer shall perform all duties properly required by the board of directors

236 or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of
237 the staff to assist in performance of all or part of the duties of the treasurer.

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239 **6.07 Non-Director Officers**

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

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ARTICLE VII

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CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

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246 **7.01 Contracts and other Writings**

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

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252 **7.02 Checks, Drafts**

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

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257 **7.03 Deposits**

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

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262 **7.04 Loans**

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

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266 **7.05 Indemnification**

267 (a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly
268 successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or

269 she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the
270 proceedings.

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

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

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

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287 **ARTICLE VIII**

288 **MISCELLANEOUS**

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290 **8.01 Books and Records**

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

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296 **8.02 Fiscal Year**

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

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299 **8.03 Conflict of Interest**

300 The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when
301 it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or
302 member of a committee with board-delegated powers.

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8.04 Nondiscrimination Policy

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

8.05 Bylaw Amendment

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

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In furtherance of its exemption by contributions to other organizations, domestic or foreign, Grain Place Foundation 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, Grain Place Foundation 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.

Grain Place Foundation shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE X

DOCUMENT RETENTION POLICY

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340 **10.01 Purpose**

341 The purpose of this document retention policy is establishing standards for document integrity, retention, and
342 destruction and to promote the proper treatment of Grain Place Foundation records.

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344 **10.02 Policy**

345 Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the
346 business or required by law. Unnecessary records should be eliminated from the files.

347 From time to time, Grain Place Foundation may establish retention or destruction policies or schedules for specific
348 categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving
349 intellectual property and cost management. Several categories of documents that warrant special consideration are
350 identified below. While minimum retention periods are established, the retention of the documents identified below
351 and of documents not included in the identified categories should be determined primarily by the application of the
352 general guidelines affecting document retention, as well as the exception for litigation relevant documents and any
353 other pertinent factors.

354 Section 2. Exception for Litigation Relevant Documents. Grain Place Foundation expects all officers, directors, and
355 employees to comply fully with any published records retention or destruction policies and schedules, provided that
356 all officers, directors, and employees should note the following general exception to any stated destruction schedule:
357 If you believe, or the Grain Place Foundation informs you, that corporate records are relevant to litigation, or
358 potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is
359 determined that the records are no longer needed. That exception supersedes any previously or subsequently
360 established destruction schedule for those records.

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Section 3. Minimum Retention Periods for Specific Categories

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

367 **(b) Tax Records.** Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of
368 contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues.

369 Tax records should be retained for at least seven years from the date of filing the applicable return.

Adopted 07-09-2015

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

377 (d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's
378 minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three
379 years by the corporation.

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

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

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

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

392 (i) derives independent economic value from the secrecy of the information; and

393 (ii) has taken affirmative steps to keep the information confidential.

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

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

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

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

Adopted 07-09-2015

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

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

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

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

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

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ARTICLE XI

417

Transparency and Accountability

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Disclosure of Financial Information With The General Public

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11.01 Purpose

420 By making full and accurate information about its mission, activities, finances, and governance publicly available,
421 Grain Place Foundation practices and encourages transparency and accountability to the general public. This policy
422 will:
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424 (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the
425 public

426 (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or
427 the public

428 (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

429 The details of this policy are as follow:

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

430 Grain Place Foundation shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of
431 interest policy, and financial statements to the general public for inspection free of charge.
432

11.03 Means and Conditions of Disclosure

433 Grain Place Foundation shall make “Widely Available” the aforementioned documents on its internet website.

434 (a) The documents shall be posted in a format that allows an individual using the Internet to access, download,
435 view and print them in a manner that exactly reproduces the image of the original document filed with the IRS
436 (except information exempt from public disclosure requirements, such as contributor lists).
437

438 (b) The website shall clearly inform readers that the document is available and provide instructions for
439 downloading it.

440 (c) Grain Place Foundation shall not charge a fee for downloading the information. Documents shall not be posted
441 in a format that would require special computer hardware or software (other than software readily available to the
442 public free of charge).

443 (d) Grain Place Foundation shall inform anyone requesting the information where this information can be found,
444 including the web address. This information must be provided immediately for in-person requests and within 7 days
445 for mailed requests.

446

447 **11.04 IRS Annual Information Returns (Form 990)**

448 Grain Place Foundation shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While
449 neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form
450 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the
451 Form 990 is filed with the IRS.

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453 **11.05 Board**

454 (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific
455 portion confidential.

456 (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a
457 motion to make any specific portion confidential.

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

460

461 **11.06 Staff Records**

462 (a) All staff records shall be available for consultation by the staff member concerned or by their legal
463 representatives.

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

466 (c) Within the corporation, staff records shall be made available only to those persons with managerial or
467 personnel responsibilities for that staff member, except that

468 (d) Staff records shall be made available to the board when requested.

469

470 **11.07 Donor Records**

471 (a) All donor records shall be available for consultation by the donors concerned or by their legal representatives.

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

474 (c) Within the corporation, donor records shall be made available only to those persons with managerial or
475 personnel responsibilities for dealing with those donors, except that ;

476 (d) donor records shall be made available to the board when requested.
477

478 **ARTICLE XII**

479 **CODES OF ETHICS AND WHISTLEBLOWER POLICY**

480 481 **12.01 Purpose**

482 Grain Place Foundation requires and encourages directors, officers and employees to observe and practice high
483 standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and
484 representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply
485 with all applicable laws and regulations. It is the intent of Grain Place Foundation to adhere to all laws and
486 regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's
487 goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws
488 and regulations.
489

490 **12.02 Reporting Violations**

491 If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Grain Place
492 Foundation is in violation of law, a written complaint must be filed by that person with the secretary or the board
493 president.
494

495 **12.03 Acting in Good Faith**

496 Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and
497 have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations
498 that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be
499 viewed as a serious disciplinary offense.
500

501 **12.04 Retaliation**

502 Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the
503 attention of Grain Place Foundation and provides the Grain Place Foundation with a reasonable opportunity to
504 investigate and correct the alleged unlawful activity. The protection described below is only available to individuals
505 that comply with this requirement.

506 Grain Place Foundation shall not retaliate against any director, officer, staff or employee who in good faith, has
507 made a protest or raised a complaint against some practice of Grain Place Foundation or of another individual or
508 entity with whom Grain Place Foundation has a business relationship, on the basis of a reasonable belief that the
509 practice is in violation of law, or a clear mandate of public policy.

510 Grain Place Foundation shall not retaliate against any director, officer, staff or employee who disclose or threaten to
511 disclose to a supervisor or a public body, any activity, policy, or practice of Grain Place Foundation that the
512 individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in
513 violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

514

515 **12.05 Confidentiality**

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

519

520 **12.06 Handling of Reported Violations**

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

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

526

527

ARTICLE XIII

528

AMENDMENT OF Articles of Incorporation

529

530 **13.01 Amendment**

531 Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of
532 directors.

533

534

CERTIFICATE OF ADOPTION OF BYLAWS

535

536 I do hereby certify that the above stated Bylaws of Grain Place Foundation, Inc. were approved by the Grain Place
537 Foundation, Inc.'s board of directors on (date) and constitute a complete copy of the Bylaws of the corporation.

538

539 Secretary _____

Adopted 07-09-2015

540 Date: _____

541

542