



Section 3 Other Offices

The Organization may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

The following addresses have been designated as Operation Offices where Charity Storage Inc. is qualified to do business: 520 E. Avenida Pico, #5414, San Clemente, CA 92674-5414 or 1713 S. Ola Vista, San Clemente, CA 92672 or 28402 Via Pasito, San Juan Capistrano, CA 92675 or 2501 Dunlap Ave, #255, Phoenix, AZ 85021.

Article II Nonprofit Purposes

Section 1 IRC Section 501(c)3 Purposes

This Organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2 Specific Objectives and Purposes

The specific objectives and purposes of this Organization shall be:

- a. to contact self storage facilities in order that said facilities establish a charity storage unit where the facility's tenants and auction bidders, as well as the public at large, may donate items with the facility to periodically auction the unit with a portion of the proceeds to cover Charity Storage Inc. expenses, if any, and the remaining proceeds distributed to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code; 60% to an approved nonprofit chosen by the owner/operator, 20% to Kure It Cancer Research, 10% to the Self Storage Association Foundation Scholarship Fund, 10% to Charity Storage.
- b. to solicit self storage facilities and self storage vendors for donations to Charity Storage Inc., to cover Charity Storage Inc. expenses, if any, with the remaining proceeds distributed to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code;
- c. to engage in other activities related to the above objectives and purposes and to have the normal functions, operations, programs, and pursuits incidental to a fully recognized



and operational nonprofit Organization.

Article III Directors

Section 1 Number

The Organization shall have at least 10 Directors and collectively they shall be known as the Board of Directors.

Section 2 Qualifications

Directors shall be of the age of majority in this state. Other qualifications for Directors of this Organization shall be as follows:

- a. Board positions shall be filled by self storage facility owners, operators, vendors, or association Board members;
- b. At least one Board position shall be filled by an individual who is not in the self storage industry.

Section 3 Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Organization, the activities and affairs of this Organization shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4. Duties

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Organization;
- c. Supervise all officers, agents, and employees of the Organization to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their physical and email addresses with the Secretary of the Corporation and Executive Director, notices of meetings emailed to them at such addresses shall



be valid notices thereof. Directors shall notify the Secretary or Executive Director of any changes in a timely manner.

Section 5 Term of Office

- a. Directors shall serve a term of two (2) years from the date of their election. A full two-year term shall be considered to have been served upon the passage of four (4) twice-yearly meetings. Directors shall take office immediately following the close of the meeting at which they are elected. At the end of each two-year term, a Director may be reelected without limit. Directors shall serve staggered terms to balance continuity with new perspective, based on election date and any role changes.
- b. Voting shall take place at the regularly scheduled Board Meetings or via email.

Section 6 Compensation

Directors shall serve without compensation as indicated by the Organization Bylaws.

Section 7 Place of Meetings

Meetings shall be held via teleconference, If a physical meeting location is deemed necessary, the physical conference location will be announced at least one (1) month prior to the meeting.

Section 8 Regular Meetings

Regular meetings of Directors shall be held twice per year as scheduled at the preceding meeting, approximately every six (6) months.

Section 9 Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the Vice Chair, the Secretary, the Treasurer, by any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board, such as the Executive Director. Such meetings shall be held via teleconference unless otherwise specified.

Section 10 Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

a. Regular Meetings

Reasonable notice need be given of any regular meeting of the Board of Directors.

b. Special Meetings



At least one week prior notice shall be given by the Secretary of the Organization or the Executive Director to each director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by telephone, or by email, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of email notification, the Director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four hours of notification.

c. Waiver of Notice

Whenever any notice of a meeting is required to be given to any Director of this Organization under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice via email by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11 Quorum for Meetings

A quorum shall consist of a majority of the members of the Board of Directors and may be reached by proxy or email votes.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

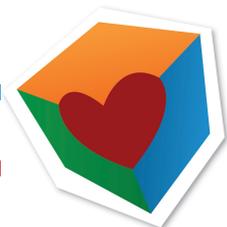
Section 12 Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present in person or via email is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 13 Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chair of the Board, or, if no such person has been so designated, or in his or her absence, the Vice Chair of the Organization, or in his or her absence, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Organization shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by such procedures to be approved from time to time by the Board



of Directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.



Section 14 Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized Directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the Vice Chairperson, the Secretary, or a member of the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Organization would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

Section 15 Nonliability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Organization.

Section 16 Indemnification by Corporation of Directors and Officers

The Directors and officers of the Organization shall be indemnified by the Organization to the fullest extent permissible under the laws of this state.

Section 17 Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Organization (including a director, officer, employee, or other agent of the Organization) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Organization would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.



Article IV Officers

Section 1 Designation of Officers

The officers of the Organization shall be a Chairperson, Vice Chair, Secretary, and Treasurer. The Organization may also have assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

Section 2 Qualifications

Any natural person **18** years of age or older may serve as officer of this Organization.

Section 3 Election and Term of Office

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office for a two-year term or until he or she is reelected, resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4 Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to, the Executive Director, as well as to the Chair, the Board of Directors or to the Vice Chair or Secretary of the Organization. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Organization.

Section 5 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 6 Duties of Chair

The Chair shall be the Chief Executive Officer (CEO) of the Organization and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Organization and the



activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chair of the Board of Directors, the Chair shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Organization, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 7 Duties of Vice Chair

In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 8 Duties of Secretary

The Secretary shall:

1. Certify and keep at the principal office of the Organization the original, or a copy, of these Bylaws as amended or otherwise altered to date.
2. Keep an electronic record of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
3. Ensure that the minutes of meetings of the Organization, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this Organization. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this Organization no later than (1) the next meeting of the Board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.
4. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
5. Be custodian of the records of the Organization as authorized by law or the provisions of these Bylaws, to duly executed documents of the Organization.



6. Keep at the principal office of the Organization a membership file containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership file together with the date on which such membership ceased.
7. Exhibit at all reasonable times to any director of the Organization, or to his or her agent or attorney, on request therefor, the Bylaws, the membership file, and the minutes of the proceedings of the Directors of the Organization.
8. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9 Duties of Treasurer

The treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the Organization, and deposit all such funds in the name of the Organization in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
2. Receive, and give receipt for, monies due and payable to the Organization from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the Organization as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the Organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
5. Exhibit at all reasonable times the books of account and financial records to any Director of the Organization, or to his or her agent or attorney, on request therefor.
6. Render to the Chair and Directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the Organization.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.



Section 10 Delegation

Notwithstanding the duties, responsibilities and authorities of the Secretary and of the Treasurer hereinbefore provided, the Board of Directors by resolution may, except as otherwise limited by law, delegate, wholly or in part, the responsibility and authority for, and the regular or routine administration of, one or more of each such Officer's such duties to one or more agents, other Officers or employees of the Organization who are not Directors. To the extent that the Board does delegate with respect to any such Officer, that Officer as such shall be released from such duties, responsibilities and authorities. The powers, duties and compensation of any Officers, agents and employees shall be approved by the Board of Directors.

Section 11 Compensation

Directors shall serve without compensation.

Article V Committees

Section 1 Executive Committee

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of two Board members and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Organization, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease (but not below two) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 2 Other Committees

The Organization shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.



Section 3 Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article VI Execution of Instruments, Deposits, and Funds

Section 1 Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Organization by any contract or engagement or to pledge its credit or to render it monetarily liable for any purpose or in any amount.

Section 2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Organization may be signed by the Treasurer, by the Chair of the Organization, the Executive Director, or other Director of the Organization.

Section 3 Deposits

All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4 Gifts

The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or devise for the nonprofit purposes of this Organization.



Article VII Corporate Records and Reports

Section 1 Maintenance of Corporate Records

The Organization shall keep records, either electronically or hard-copy of:

- a. Minutes of all meetings of Directors, committees of the Board, and, of this Organization, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses, including a copy of the Organization's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Organization at all reasonable times.

Section 2 Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Organization as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 3 Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 4 Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this Organization, to be so prepared and delivered within the time limits set by law.

Article VIII IRC 501(c)(3) Tax Exemption Provisions

Section 1 Limitations on Activities

No substantial part of the activities of this Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on



behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Organization shall not carry on any activities not permitted to be carried on (a) by a Organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2 Prohibition Against Private Inurement

No part of the net earnings of this Organization shall inure to the benefit of, or be distributable to, its members, Directors or trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Organization.

Section 3 Distribution of Assets

Upon the dissolution of this Organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Organization, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4 Private Foundation Requirements and Restrictions

In any taxable year in which this Organization is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Organization: 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Organization to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.



Article IX Conflict of Interest and Compensation Approval Policies

Section 1 Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 Definitions

- a. **Interested Person.** Any Director, principal officer, member of a committee with governing Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
 2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.



Section 3 Conflict of Interest Avoidance Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- d. The Chair of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- e. After exercising due diligence, the governing Board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- f. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- g. **Violations of the Conflicts of Interest Policy.** If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- h. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the



member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 Records of Board and Board Committee Proceedings

The minutes of meetings of the governing Board and all committees with Board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 Compensation Approval Policies

No voting member of the governing Board whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board shall also comply with the following additional requirements and procedures:

- a. The terms of compensation shall be approved by the Board prior to the first payment of compensation;
- b. All members of the Board who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):



1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
 2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 4. has no material financial interest affected by the compensation arrangement; and
 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee member.
- c. The Board shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
 2. the availability of similar services in the geographic area of this organization;
 3. current compensation surveys compiled by independent firms;
 4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:
1. the terms of the compensation arrangement and the date it was approved;
 2. the members of the Board who were present during debate on the transaction, those who voted on it, and the votes cast by each Board member;
 3. the comparability data obtained and relied upon and how the data was obtained;



4. if the Board determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board shall record in the minutes of the meeting the basis for its determination;
5. if the Board makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or committee meeting;
6. any actions taken with respect to determining if a Board member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
7. the minutes of Board meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board meeting or 60 days after the final actions of the Board are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board meeting following final action on the arrangement by the Board.

Section 6 Annual Statements

Each Director, principal officer, and member of a committee with governing Board delegated powers shall verbally affirm that he or she:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.



Section 7 Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8 Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

Article X Document Retention and Destruction Policy

Section 1 Periodic Reviews

This policy provides for the systematic review, retention, and destruction of documents received or created by the Organization in connection with the transaction of organization business. This policy covers all records and documents, regardless of physical form (including electronic documents), contains guidelines for how long certain documents should be kept, and how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records, and to facilitate the Organization's operations by promoting efficiency and freeing up valuable storage space.

Section 2 Document Retention

This Organization follows the document retention procedures outlined below:



Corporate Records

Annual Reports to Secretary of State/Attorney General	Permanent
Articles of Incorporation	Permanent
Board Meeting and Board Committee Minutes	Permanent
Board Policies/Resolutions	Permanent
Bylaws	Permanent
Construction Documents	Permanent
Fixed Asset Records	Permanent
IRS Application for Tax-Exempt Status (Form 1023)	Permanent
IRS Determination Letter	Permanent
State Sales Tax Exemption Letter	Permanent
Vendor Contracts (after expiration)	7 years
Correspondence (general)	3 years

Accounting and Corporate Tax Records

Annual Audits and Financial Statements	Permanent
Depreciation Schedules	Permanent
General Ledgers	Permanent
IRS 990 Tax Returns	Permanent
Business Expense Records	7 years
IRS 1099s	7 years
Journal Entries	7 years
Invoices	7 years
Sales Records	5 years
Credit Card Receipts	3 years

Bank Records

Check Registers	Permanent
Bank Deposit Slips	7 years
Bank Statements and Reconciliation	7 years
Electronic Fund Transfer Documents	7 years

Payroll and Employment Tax Records

Payroll Registers	Permanent
State Unemployment Tax Records	Permanent
Earnings Records	7 years
Garnishment Records	7 years
Payroll Tax returns	7 years



W-2 Statements	7 years
Personnel Records	
Employment and Termination Agreements	Permanent
Retirement and Pension Plan Documents	Permanent
Records Relating to Promotion, Demotion or Discharge	7 years after termination
Accident Reports and Worker's Compensation Records	5 years
Salary Schedules	5 years
Employment Applications	3 years
I-9 Forms	3 years after termination
Time Cards	2 years
Donor Records and Acknowledgement Letters	7 years
Grant Applications and Contracts	5 years after completion
Legal, Insurance and Safety Records	
Appraisals	Permanent
Copyright Registrations	Permanent
Environmental Studies	Permanent
Insurance Policies	Permanent
Real Estate Documents	Permanent
Stock and Bond Records	Permanent
Trademark Registrations	Permanent
Leases	6 years after expiration
OSHA Documents	5 years
General Contracts	3 years after termination

Section 3 Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time.

Section 4 Emergency Planning

This Organization's records will be stored in a safe, secure and accessible manner. Documents and financial files that are essential to keeping the Organization operating in an emergency will be duplicated or backed up at least every week and maintained off site.



Section 5 Document Destruction

This Organization's Chair is responsible for the ongoing process of identifying its records, which have met the required retention period and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

Section 6 Compliance

The Treasurer will periodically review these procedures to ensure that they are in compliance with new or revised regulations.

Article XI Code of Ethics

Section 1 Commitment to Ethical Conduct

Charity Storage, Inc. will conduct its business honestly and ethically. We will constantly improve the quality of our services, products and operations and will create a reputation for honesty, fairness, respect, responsibility, integrity, trust and sound business judgment. We are all expected to adhere to high standards of personal integrity, including, but not limited to, the following:

- a. no bribes, kickbacks, or other similar consideration shall be given or received;
- b. proprietary or confidential information shall be treated with sensitivity and discretion;
- c. information reported internally or externally shall be accurate, honest, and otherwise comply with reporting requirements;
- d. act with respect and responsibility toward others;
- e. remain personally balanced so that one's personal life will not interfere with one's ability to deliver quality products or services to the company and its clients, and
- f. disclose unethical, dishonest, fraudulent and illegal behavior, or the violation of company policies and procedures, directly to management.



Section 2 Compliance

Conduct within Charity Storage, Inc. will be regularly evaluated to ensure the officers, Directors, and any employees are in compliance with the Code of Ethics.

Section 3 Violation

Violation of this Code of Ethics can result in discipline, including termination.

Article XII Whistleblowing Policy

Section 1 Purpose

Charity Storage, Inc. is committed to operating in furtherance of its tax-exempt purposes and in compliance with all applicable laws, rules and regulations, including those concerning accounting and auditing, and prohibits fraudulent practices by any of its Board members, officers, employees, or volunteers. This policy outlines a procedure for Board members, officers, employees, or volunteers to report actions that they reasonably believe violates a law, or regulation or that constitutes fraudulent accounting or other improper practices. This policy applies to any matter which is related to Charity Storage, Inc.'s business and does not relate to private acts of an individual not connected to the business of Charity Storage, Inc.

Section 2 Reporting Violations

If anyone involved with Charity Storage, Inc. has a reasonable belief that a Board member, officer, volunteer or employee of Charity Storage, Inc. has engaged in any action that violates any applicable law, or regulation, including those concerning accounting and auditing, or constitutes a fraudulent practice, that person is expected to immediately report such information to the Chair. If the individual does not feel comfortable reporting the information to the Chair, he or she is expected to report the information to any other officer or Director.

Section 3 Investigation

All reports will be followed up promptly, and an investigation conducted. In conducting its investigations, Charity Storage, Inc. will strive to keep the identity of the complaining individual as confidential as possible, while conducting an adequate review and investigation.

Section 4 No Retaliation

Charity Storage, Inc. will not retaliate against Board members, officers, employees, or volunteers in the terms and conditions of employment because that individual: (a) reports to



a supervisor, to the executive director, the Board of Directors or to a federal, state or local agency what the individual believes in good faith to be a violation of the law; or (b) participates in good faith in any resulting investigation or proceeding, or (c) exercises his or her rights under any state or federal law(s) or regulation(s) to pursue a claim or take legal action to protect the individual's rights.

Charity Storage, Inc. may take disciplinary action (up to and including termination) against a Board member, officer, employee, or volunteer who has engaged in retaliatory conduct in violation of this policy. In addition, Charity Storage, Inc. will not, with the intent to retaliate, take any action harmful to any individual who has provided to law enforcement personnel or a court truthful information relating to the commission or possible commission by Charity Storage, Inc. or any of its Board members, officers, employees, or volunteers of a violation of any applicable law or regulation.

Section 5 Compliance

Board members, officers, employees, and volunteers will be made aware of this policy and Charity Storage, Inc.'s prohibition against retaliation in accordance with this policy.

Article XIII Fundraising Policy

Section 1 In General

The following requirements and procedures have been established to ensure Sponsorship solicitations are accurate, candid and meet state and federal requirements:

- a. funds shall be raised in an ethical manner;
- b. the Board of Directors, officers, and employees shall be knowledgeable about the Sponsorship solicitation process;
- e. Charity Storage, Inc. is accountable to donors.

Section 2 Compliance

Fundraising activities within Charity Storage Inc. will be regularly evaluated and compared with current state and federal statutes and regulations to ensure compliance with the law.



Article XIV Public Disclosure Policy

Section 1 Documents Available to the Public

The following documents shall be provided to the public upon request and may be posted on CharityStorage.org at the discretion of Charity Storage, Inc.:

- a. Form 1023;
- b. IRS determination letter;
- c. Form 990;
- d. Articles of Incorporation;
- e. Bylaws and
- f. Financials.

Section 2 Procedure

Documents shall be available for viewing electronically during normal business hours. Alternatively, any person may request in writing that a document available to the public be sent to them. Documents shall be sent electronically, within thirty (30) days of receipt of the written request. If hard copy is requested for documents, a charge of \$0.30 per page and actual postage costs may be assessed at the discretion of Charity Storage, Inc., in which case payment may be required prior to mailing.

Article XV Amendment of Bylaws

Section 1 Amendments

Subject to the power of the members, if any, of this Organization to adopt, amend, or repeal the Bylaws of this Organization and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

Article XVI Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Organization, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for

