



**CleanAirNow Environmental Justice
Organization
BYLAWS
Amended October 26th, 2023**

Article I: General Provisions

1.1 Name. The name of the corporation is **CleanAirNow Association** dba as CleanAirNow (“CAN” or the “Corporation”).

1.2 CleanAirNow Charter. In the event of a conflict between the Charter and the Bylaws, the matter shall be referred to a special committee for resolution within 30 days.

1.3 Principal Office. The Corporation’s principal office for the transaction of business shall be located at 3730 Metropolitan Ave. Kansas City KS 66106. The location of the principal office can be changed by a majority vote of the Board.

1.4 Registered Office. The Corporation, by resolution of its Board of Directors, may change (i) the location of its registered office as designated in the Articles of Incorporation to any other place within the State of Kansas, and (ii) its resident agent at such registered office, or both. Upon adoption of such resolution or

resolutions, a certificate certifying the change shall be executed, acknowledged, and filed with the Secretary of State.

1.5 Resident Agent. The name and address of the Corporation's resident agent and registered office shall be established by resolution of the Board. The resident agent must be a resident of the state and may be replaced by a simple majority vote of the Board.

Article II: Purpose

2.1 Non-Profit. This Corporation is organized as a nonprofit corporation and shall have no authority to issue capital stock.

2.2 General Purpose. This Corporation is organized exclusively for environmental justice, health equity, community empowerment, educational, research, advocacy purposes and related activities, as more fully described in the charter.

2.3 Assets Held in Trust. All assets of the Corporation shall be held in trust, that they shall be kept, maintained, and disposed of for the benefit of CAN.

2.4 Non-Political. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office. "Substantial" is defined as more than 20% of yearly operational activities.

2.5 Exempt and Charitable Purpose. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section

501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue laws) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue laws).

2.6 Procedures and Records

All minutes of the meeting of the Board of Directors, when applicable, shall contain the following information and be distributed within fifteen (15) business days post-meeting:

- A. The names of the persons who were present for discussions, the time the board meeting begins and ends, existence or absence of a quorum, concise summary of actions taken by the board, names of persons making and seconding motions, summary of votes; yeas and nays, summary of documents introduced during the meeting, summary of discussion points, summary of key actions items and who will take lead, and the name and title of the person taking the meeting minutes.
- B. The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or potential conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

Article III: The Board of Directors

3.1 Number. The authorized number of Directors shall be at least three (3) and a maximum of seven (7) unless changed by amendment of the charter. Directors will include individuals, community members, or members of other non-profit corporations in alignment with CleanAirNow's mission and vision of environmental and climate justice principles. The Executive Director(s) will be non-voting members. Board members will not receive compensation from CleanAirNow, unless they are also in a dual role as an Executive Director and such compensation is solely for their role as an Executive Director or other related employee role. The number of Board Directors can be changed by an amendment to these Bylaws, requiring a majority vote of the Board.

3.2 Qualification. Directors shall be selected from persons at least eighteen years of age who accept in principle the purposes of this Corporation, are deemed qualified to participate in the attainment of its objectives, purpose, and the management of its practice and who otherwise represent the requirements provided herein. Directors shall be persons with a strong interest in environmental justice, health equity, social justice, environmental health, and community-driven work. A Director's term shall commence upon the earlier of: when such Director's acceptance of office has been signed and filed with the Corporation's Secretary, or upon such Director's attendance at a meeting of the Board of Directors.

3.3 Selection Process for Voting Board Members. The selection process for voting Board member nominations will come from the nomination and governance committee. Individuals, community members, or representatives of other non-profit corporation members in alignment with the mission of CleanAirNow can be nominated to join the CleanAirNow Board. Each nomination will then be confirmed by a two-thirds (2/3) vote of the Board of Directors in attendance at a meeting of the Board of Directors. A vote to confirm Board members shall be announced in writing at least five (5) days prior to a Board meeting. New voting Directors are appointed by a majority vote of the Board Members.

3.4 Term of Board. All appointments to the Board shall be for a term of three (3) years. No person shall serve more than two (2) consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member who has already served two (2) consecutive terms.

3.5 Officers and Duties. The Board shall elect Officers of the corporation which may include Chair, a Vice Chair, a Secretary, a Treasurer, and such other Officers as the Board may designate by resolution but in no case less than one (1) Officer to prepare minutes of the Directors' and members' meetings and to authenticate the records of the Corporation. In addition to the duties in accordance with this Article, Officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, the Charter, or by these Bylaws, subject to control of the Board of Directors, and the Officers shall perform any other such

additional duties which the Board of Directors may assign to them at their discretion.

The Officers will be selected by the Board at a scheduled meeting, Any officer may be removed without cause by the Board. See Article IV: Officers for more information on Officers and Duties.

3.6 Board Ethics. All Board members shall be required to subscribe to the following standards of ethics and conduct:

- A. A Board member will conduct business with honesty, integrity, and fairness with respect to the organization
- B. A Board member will not discriminate based upon race, color, creed, religion, national origin, ethnicity, age, disability, marital status, gender, gender expression, or sexual orientation.
- C. A Board member will be responsible at all times for truthful business practices in the promotion of CleanAirNow
- D. A Board member will conduct business with strict adherence to the laws of the state where located and to applicable business and professional codes, and in accordance with generally accepted business practices.
- E. A Board member will support the mission and vision of this organization.

3.7 Board Member Code of Conduct. Board members must agree to support and be bound by guidelines of professional conduct to assure effective and ethical decision-making and governance regarding CleanAirNow. These guidelines are set forth in Exhibit A (Board Member Code of Conduct) to these Bylaws.

3.8 Confidentiality. Board members must agree to support and be bound by responsibilities and duties with respect to the organization's confidential information. These duties and responsibilities are set forth in Exhibit B (Confidentiality Agreement) to these Bylaws.

3.9 Withdrawal from Board of Directors.

- A. Voting Board members may withdraw or resign by simple notification to the Board.
- B. The non-voting board membership of executive director(s) is automatically revoked when they vacate their executive director position.
- C. Board membership may be revoked if: (1) The Board member no longer qualifies in the position they were elected to represent; or (2) A Board member is non-active (defined as being absent from three (3) Board meetings in one (1) year; (3) A Board member has violated the Code of Conduct or Confidentiality Agreement; (4) Convicted of a felony; or (5) Found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a Director. In either case, the revocation of Board membership requires a two-thirds (2/3) vote. Notice of a vote to revoke a Director's Board membership shall be provided to Board members in writing at least five (5) days prior to the meeting where such vote will be taken.

3.10 Vacancies. A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- A. The death, resignation, or revocation of Board Membership of a director;
- B. The failure of the Directors, at any annual or other meetings of Directors at which Directors are to be elected, to elect the full authorized number of Directors.
- C. For Board nominations to fill a vacancy, refer to section 3.3 Selection Process for Board Members.

3.11 Responsibilities of the Board.

1. Setting an actionable mission and an inspiring vision for the organization
2. Hiring an Executive Director(s), set compensation for employees, supporting their efforts, and evaluating their performance

3. Partnering with key staff to develop strategic and annual plans, create other short- and long-term plans, monitoring results, and modifying when needed
4. Setting key policies and ensuring adequacy of internal controls
5. Reviewing and approving the annual operating budget
6. Ensuring the effectiveness of programs and services
7. Helping to secure operating funds
8. Providing ongoing financial oversight, ensuring the financial security and integrity of the organization and conducting audits
9. Managing and improving board performance
10. Meeting or exceeding legal and ethical standards and expectations
11. Maximizing stakeholder and community support
12. Conducting Board business as required by CleanAirNow Bylaws

3.12 Meetings. Regular meetings of the Board may be held without call or notice on such dates and at such times as may be fixed in advance by the Board. Regular meetings shall be held once a month for one (1) hour. The Board Chair, or any voting Board member, may call a special meeting of the Board with five (5) days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, U.S. mail, email, phone call, text or fax. The person(s) authorized to call such special meetings of the Board may also establish the place where the meeting is to be conducted, so long as it is a reasonable place to hold any special meetings of the Board such as by video or teleconference. Emergency meetings may be called with the consent of all voting members when and as needed. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as the rules are not in conflict with these Bylaws, the Charter, or with any provisions of law applicable to the Corporation. The Board may go into Executive Session of only voting members when and as necessary to discuss personnel or other matters.

3.13 Telephone or Video Conferencing. Members of the Board of Directors, or any committee thereof, may participate in a meeting of such Board or committee by means of telephone conference or video conference or similar communications equipment by means of which all people participating in the meeting can hear each other. Provisions may be made for any participants with hearing or visual impairments. Participation in a meeting pursuant to this section shall constitute presence in-person at such meeting.

3.14 Minutes. The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, if the Secretary is unavailable, the Chair shall appoint an individual to act as Secretary at the meeting. The Secretary or the individual appointed to act as Secretary shall prepare the minutes of the meetings, which shall be stored in the repository for the minutes. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within five (5) business days after the close of each Board meeting.

3.15 Action by Consent: Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if a majority of voting board member's consent. Such consent shall be placed in the meeting minute repository of the Corporation and shall have the same force and effect as a vote of the Board taken at an actual meeting. Facsimile signatures, electronic signatures, other electronic "consent click" acknowledgments, or text messages shall be effective as original signatures. Actions must be documented and archived in the corporate records within ten (10) business days.

3.16 Quorum. At each meeting of the Board of Directors or Board committees, the presence of a majority of the sitting voting Board members shall constitute a quorum for the transaction of business, unless otherwise stated for specific types of decisions. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board committees and

present at a meeting in which there is a quorum shall be the act of the Board or Board committees, unless otherwise provided by the Charter, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board committees if during the meeting such Board member is present via telephone or video conferencing with the other Board members participating in the meeting.

3.17 Special Meetings. Special meetings of the Board shall be called upon the request of the Chair of the Board, or one-third (1/3) of the voting members of the Board. The Secretary or designee shall send out notices of the special meetings to each Board member five (5) days in advance.

3.18 Voting Procedures. All votes, except as otherwise provided by law or unless otherwise provided by resolution of the Board of Directors, may be by ballot, show of hands, electronically or verbally stated. Each voting Board member shall only have one vote.

Article IV: Officers

4.1 Designated Officers. The Officers of the Board shall consist of a Chair, Vice-Chair, Secretary, and Treasurer. Officers shall be elected by a majority vote of the Board. Nominations for Officers shall be submitted to the Board by voting board members at least two (2) weeks prior to elections.

4.2 Term and Qualification of Officers. The Chair, Vice-Chair, Treasurer and Secretary shall each serve two consecutive three (3) year terms from the date of election. The Chair and Vice-Chair can serve two (2) consecutive terms but cannot serve for more than six (6) consecutive years, unless approved by a two-thirds (2/3) vote of the Board. Board members must have served at least one (1) year on the Board before becoming eligible to serve as an Officer. Must live within the geographic scope of CleanAirNow as defined in the charter.

4.3 Removal of Officers. Any Officer elected or appointed by the Board of Directors may be removed from office at any time without cause by the affirmative vote of a two-thirds (2/3) vote of the whole Board of Directors. In the event of the removal or resignation of an Officer, a replacement may be elected at the next Board meeting to fulfill the remainder of the term.

4.4 The Chair. The Chair shall call meetings, set agendas with the Executive Director, and preside at all meetings of the Board of Directors; appoint special committees as they deem necessary and have general supervision of the affairs of the Corporation. The Chair has the general powers and duties to perform all other duties as required. The Chair will keep, or cause to be kept at the principal office, the original or a copy of the Corporation's Charter, Bylaws and Articles of Incorporation. The Chair shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Corporation.

4.5 The Vice-Chair. In the absence or disability of the Chair, the Vice-Chair shall perform all the duties of the Chair. The Vice-Chair shall perform such other duties as from time to time may be prescribed for them by the Board of Directors or by these Bylaws.

4.6 The Treasurer. The Treasurer is responsible for general financial oversight including financial policies and procedures, financial planning and budgeting, financial reporting, banking, book-keeping and record-keeping, and control of fixed assets and stocks. The treasurer may direct the accountant as and when necessary.

4.7 The Secretary. The Secretary shall: keep and maintain a complete, internally-shared electronic record of the proceedings of all CleanAirNow meetings; serve all notices required by law and these Bylaws, and as directed by the Board; give, or cause to be given, notice of all meetings of the Board of Directors; and shall perform such other duties as may be prescribed by the Board of Directors.

Article V: Executive Director

5.1 The Executive Director. The Executive Director is hired by the Board. The Executive Director has day-to-day responsibility for CleanAirNow, including carrying out the organizational mission and board policy. The Executive Director(s) is/are responsible for carrying out all decisions of the Board of Directors. The Executive Director(s) will attend all Board meetings, report on the activities of staff and programs, and answer questions of Board members. The Executive Director is responsible for overseeing the administration, programs, and plans of CleanAirNow, including hiring, supervising, training, and overseeing staff from different departments. Other key duties include fundraising, marketing, community outreach and advancing the organizational mission. The Executive Director(s) serve(s) as a non-voting member of the governing board. Other duties are as specified in the job description. The Board shall conduct an annual performance review of the Executive Director.

Article VI: Committees

6.1 Committee Formation. The Board may, by resolution adopted by a majority of the Directors then in office, create one or more Board Committees (“Committees”), including an executive committee, each consisting of two or more Directors, to serve at the discretion of the Board. The Board Chair shall appoint all Committee chairs.

6.2 Committee Meetings. Regular and special meetings of Committees may be determined by resolution of the Board. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions of the Charter and these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

6.3 Revocation or Modification by the Board. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

Article VII: Membership

7.1 Membership Guidelines. CleanAirNow will maintain a membership program as defined below.

7.2 Application and Dues. All members must apply for membership by completing the CleanAirNow Membership application. Once complete, the board will vote on whether the individual or organization is permitted to join CleanAirNow. Members are required to pay the dues associated with their membership. Membership applications will be approved by a simple majority vote of the Board.

7.3 Membership Categories. There are four membership categories: Community-based organizations, Ally/Resource institutions, Individual members, and Sponsors.

7.4 Community-based organizational members Community-based organization members are front-line grassroots organizations representing and accountable to members located in communities most directly impacted by air pollution. Qualifications: They must be nonprofit, established for at least 1 year before they can apply for membership, serve within the geographic scope defined in the CleanAirNow Charter and governed by representatives of those communities. Responsibilities/Duties: The representative must attend 9 of the 12 monthly meetings unless excused by the board; Provides insight to local issues, as well as any helpful resources pertaining to ongoing organizational actions and activities, fills board positions, and serve on committees.

7.5 Ally/Resource members Ally/Resource members are institutions that provide technical expertise/resources to support the work of the community-based members of CleanAirNow. These members work in partnership with community-based organizations by providing technical assistance that supports and builds their capacity and advances the mission and goals of the Network. Ally members include universities, scientists, doctors, researchers, labor unions, student groups, and environmental groups. Qualifications: Has a track record of providing significant technical assistance or

consulting to member organizations or to a similar initiative, and must be approved by board. Responsibilities/Duties: Will partner with the coalition and members on projects to provide technical assistance when needed. If able, they will provide resources that enhance or support community projects, must attend 9 of the 12 monthly meetings unless excused by the board, will provide professional insight on technical information such as scientific assessments, organizational documents, or other forms of technical information, will Fill board positions and serve on committees.

7.6 Individual members Individual members are individuals working on environmental pollution and/or related issues who want to assist CleanAirNow and its members, and do not have actual or potential conflicts of interest. Qualifications: must complete an application process, live or operate within the geographic scope defined in the CleanAirNow Charter, and be approved by the board. Responsibilities/Duties: Must attend 9 of the 12 monthly meetings unless excused by the board, and will serve on Committees.

7.6 Sponsor members Sponsors are organizations that wish to provide financial support. Sponsors do not have voting rights and cannot dictate, prescribe, or proscribe our policies or projects. Qualifications: Must provide financial support for CleanAirNow, be approved by Board, and core values and principles of the organization must be aligned with the goals and guiding principles of CleanAirNow as defined in the CleanAirNow Charter.

Article VIII: Miscellaneous

8.1 Insurance. The corporation shall maintain liability coverage insurance and directors insurance.

8.2 Fiscal Year. The fiscal year of the corporation shall be the calendar year ending on December 31.

Article IX: Records and Reports

9.1 Maintenance and Inspection of Articles and Bylaws. CleanAirNow shall keep at its principal office the original or a copy of its Article of Incorporation, Charter, and Bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

9.2 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. CleanAirNow shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three (3) years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

9.3 Maintenance and Inspection of Other Corporation Records. CleanAirNow shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the CleanAirNow. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each Officer, employee, or agent of CleanAirNow shall turn over to their successor or to the Chair, in good order, such Corporation monies, books, records, minutes, lists, documents, contracts, or other property of the Corporation as have been in the custody of such Officer, employee, or agent during their term of office.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations, if any. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

9.4 Preparation of Annual Financial Statements. CleanAirNow shall prepare financial statements using generally accepted accounting principles as needed, and at least once a year. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting.

9.5 Reports. The Board shall ensure an annual report is sent to all Directors within thirty (30) days after the end of the fiscal year, which shall contain the following information:

- A. The assets and liabilities, including trust funds, of CleanAirNow at the end of the fiscal year.

- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- C. The expenses or disbursements of CleanAirNow for both general and restricted purposes during the fiscal year.
- D. The report shall include a narrative on CleanAirNow's programs and projects, including outcomes.

Article X: Amendments and Revisions

These bylaws may be adopted, amended, by a majority of the Directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which notice of such meeting, setting forth the proposed Bylaw revisions with explanations, therefore, is given in accordance with these Bylaws. Proposals for amendments or revisions must be submitted to the Board of Directors at least 15 days before the meeting where they will be discussed.

Article XI: Conflict of Interest

Board members must support and agree to be bound by the Conflict of Interest Policy, including disclosing and recusing themselves from related discussion and voting as set forth in Exhibit C to these Bylaws.

Article XII: Dissolution

12.1 Dissolution. CleanAirNow may be dissolved by approval of a two-thirds (2/3) vote by the Board members in attendance. Notice of the proposed dissolution shall be sent to all Board members at least five (5) days prior to the meeting at which the vote will take place.

12.2 Assets and Funds Upon Dissolution.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public

purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. The distributions of assets shall be overseen by a committee appointed by the Board, which will ensure compliance with Federal and State laws. A detailed record of the assets distributed must be maintained and filed with the appropriate State and Federal agencies

CERTIFICATE OF CORPORATION

We, the undersigned, do hereby certify:

(1) That we are the duly elected and acting Chair and Secretary of the CleanAirNow Association, a Kansas nonprofit corporation; and

(2) That the foregoing bylaws, comprising 29 pages, constitute the amended bylaws of said Corporation, as duly adopted by the Voting Directors of said Corporation on the ___ day of October 2023.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this ___ day of October 2023.

Eric Kirkendall, Chair

Megan Rush, Secretary

EXHIBIT A
BOARD MEMBER CODE OF CONDUCT

Board members agree to support and be bound by the following guidelines of professional conduct to assure effective and ethical decision-making and governance regarding CleanAirNow:

- A. Be deliberate in responsibility to CleanAirNow by preparing for Board meetings and decision making, preparing necessary reports, providing updates on assigned responsibilities, and considering the need for and requesting any additional information in advance of Board meetings.
- B. Base decisions regarding CleanAirNow activities and operations on all available facts in each situation, including listening to and taking into consideration the views and perspectives of fellow Board members.
- C. Make decisions that are in the best interest of CleanAirNow as a whole rather than based upon a Director's personal interest or gain.
- D. Agree to accept, support, and implement all decisions duly made by the Board through the Board's voting process.
- E. Encourage and support effective teamwork and community building among the Board and the general community.
- F. Agree not to speak or act on behalf of CleanAirNow unless specifically directed and authorized by the Board to do so. Board members agree to follow the confidentiality policy. Violation of the confidentiality terms may result in legal action against the Director, including but not limited to claims for damages and injunctive relief. Upon the end of the Director's term or effective date of resignation or removal, all Confidential Information must be returned via secure methods as defined by the Board.
- G. Agree not to discuss matters deemed confidential by the Board outside of Board meetings without the express permission of the Chair.
- H. Agree to abide by CleanAirNow policies on conflicts of interest and avoid even the appearance of such conflicts.
- I. Agree to treat colleagues respectfully. Agree to use adaptive conflict resolution skills that focus on the issues, rather than personalities or individuals.

- J. Agree to abide by the Bylaws of CleanAirNow and any and all other policies and internal controls adopted by the Board.
- K. Understand that any infractions made under this section of the bylaws or any type of illegal activity may result in immediate removal from the Board.
- L. Board members suspecting, in good faith, that a violation of the code has, will, or may likely occur has a duty to report the violation to the Board and that they shall be able to do so without fear of retaliation, harassment, or dismissal.

EXHIBIT B

CONFIDENTIALITY AGREEMENT

Board members agree to support and be bound by the following guidelines of professional conduct to assure effective and ethical decision-making and governance regarding CleanAirNow (the “Organization”):

- A. For purposes of this Agreement, “**Confidential Information**” refers to all nonpublic, proprietary or confidential information belonging to the Organization, regardless of form (oral, written, visual, tangible, or intangible), whether or not marked or designated as “confidential,” including, but not limited to: information about donors, supporters, personnel, members, marketing materials, financial information, including current or future operational plans, notes, analysis, summaries, as well as any material prepared by the Organization or its agents or by a third party for the Organization’s confidential use.
- B. Each Director understands that, during the course of their Board term, the Director will receive or be given access to Confidential Information. Each Director understands that this information is proprietary and critical to the success of the Organization and must stay within the Organization. As such, each Director agrees to not disclose, divulge, or make accessible (including making copies of) Confidential Information with non-Organization individuals, including relatives, friends, and business and professional associates, other than to persons who have a legitimate need for such information and to whom the Organization has given such Director prior authorization to disclose. Each Director understands this nondisclosure requirement does not apply in instances where disclosure is required by law. Each director agrees to use Confidential Information solely for the purposes of performing services as a Board member.
- C. Each Director further agrees to exercise good judgment and care at all times to avoid unauthorized or improper disclosures of Confidential Information. Conversations in public places, such as restaurants, elevators, and airplanes, should be limited to matters that do not pertain to information of a sensitive or confidential nature. Additionally, each Director will be sensitive to the risk of inadvertent disclosure and should, for example, refrain from leaving

Confidential Information on desks or otherwise in plain view and refrain from the use of speakerphones to discuss Confidential Information if the conversation could be heard by unauthorized persons.

- D. Each Director agrees not to speak or act for CleanAirNow unless specifically directed and authorized to do so by the Board. Each Director agrees not to present opinions about CleanAirNow governance, structures, or to disparage the Organization with external parties unless approved by the Board. Each Director agrees not to discuss matters deemed confidential by the Board outside of Board meetings unless approved by the Board. Each Director agrees to abide by CleanAirNow policies on conflicts of interest and avoid even the appearance of such conflicts (refer to Conflicts of Interest Policy).
- E. Each Director understands that all nonpublic information about third parties which was acquired by the Organization's personnel in dealing with outside individuals or organizations is also treated as confidential, and each Director will take care to ensure that such information is not improperly disclosed.
- F. Each Director agrees not to utilize or exploit Confidential Information or nonpublic information about third parties for their own personal gain or share Confidential Information with any other individual or entity.
- G. Each Director understands that improper disclosure of Confidential Information may lead to such Director's removal from the Board of Directors as well as other possible legal action.
- H. Each Director understands that all Confidential Information that is within their possession, regardless of form, must be returned to the Organization at the end of such Director's Board term or on the effective date of such Director's resignation or removal. Each Director understands and acknowledges that such Director will not use trade secrets, client lists, or other Confidential Information acquired by virtue of being on the Board (or a committee thereof), even after the completion of such Director's service with CleanAirNow
- I. Each Director understands that confidentiality is the preservation of privileged information and that they must demonstrate professionalism, good judgment, and care at all times in handling any information related to CleanAirNow to avoid unauthorized or improper disclosures of Confidential Information.

EXHIBIT C

CONFLICT OF INTEREST POLICY

Section 1. Purpose of the Conflict of Interest Policy. The purpose of this Conflict of Interest policy is to protect this tax-exempt corporation'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 corporation 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 corporations and is not intended as an exclusive statement of responsibilities.

Directors and Officers shall understand that a conflict of interest occurs when an individual's obligation to further the Corporation's charitable purposes is at odds with their own financial interests. A Conflict of Interest policy is intended to establish procedures and protections. Apart from any appearance of impropriety, corporations will lose their tax-exempt status unless they operate in a manner consistent with their charitable purposes. Serving private interests more than insubstantially is inconsistent with accomplishing charitable purposes.

An example of a conflict of interest is where an officer, director, or "interested director" votes on a contract between the corporation and a business that is owned by the officer, director, or "interested director." Conflicts of interest arise when setting compensation or benefits for officers, directors, or "interested directors." This Conflict of Interest policy is intended to help ensure that when actual or potential conflicts of interest arise, the Corporation has a process in place under which the affected individual will advise the governing body about all the relevant facts concerning the situation.

Officers, directors or "interested directors" of the Corporation are frequently subject to intense public scrutiny, especially where they appear to have inappropriately benefited from their status as officers, directors, or "interested directors." An important part of this Conflict of Interest policy is to avoid the

appearance or actuality of private benefit to individuals who are in a position of substantial authority.

Section 2. Procedures When a Conflict of Interest Exists. In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- A. Any interested director will be removed from the Board of Directors for the duration of the discussion and voting process related to the matter in which they have a conflict.
- B. The Chair of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate the matter, including the interested directors, transactions, and financial gain.

Section 3. Definitions.

- A. Interested Persons: Any director, directors, 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 Corporation has a transaction or arrangement;
 - 2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation 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 Corporation is negotiating a transaction or arrangement.
 - 4. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 4. Conflict of Interest Avoidance Procedures.

- A. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must immediately 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.

1. After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, such Interested Person 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. Violations of the Conflicts of Interest Policy:

1. 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.
2. 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 5. Records of Board and Board Committee Proceedings. The minutes of meetings of the governing Board and all committees with Board delegated powers shall contain:

- A. 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.
- B. 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 6. Conflict of Interest in Grant-Making Activities. Conflict of Interest avoidance procedures shall be taken when the Board of Directors contemplates any proposed grant to an individual or entity. A conflict of interest will be present if an individual knows that they or a related party has a material affiliation with or a

material financial interest in the entity or with the individual involved in the transaction, or will otherwise benefit financially or derive a significant personal benefit as a result of the transaction.

Section 7. Annual Statements. Each Director, Officer, and member of a committee with governing Board delegated powers shall annually sign a statement that affirms such person:

- 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. Understand the Corporation is organized exclusively for charitable and educational purposes 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.
- E. The statement shall be signed by each Board member at the commencement of their first term on the Board and annually thereafter.

Section 8. Annual Review. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, annual reviews shall be conducted. The annual reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable and non excessive, based on comparable survey information in the same geographic location, and similarly sized peer organizations.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to CleanAirNow'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 9. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 8, the corporation 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.

Section 10. Restriction on Interested Directors.

No more than zero percent (0%) of the persons serving as voting members on the Board of Directors at any time may be interested directors. An interested director is any Officer or Director currently being compensated by the Corporation for financial gain or who stands to gain from a transaction and/or benefit from the Corporation. Any violation of the provisions is a conflict of interest.

Section 11. Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an Interested Person has failed to disclose their actual or potential conflict of interest, the Board shall then inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose an actual or possible conflict of interest. The Corporation shall take appropriate disciplinary and corrective action. If removal is necessary of the “interested director” a vote by two-thirds (2/3) is required. Should an interested person disagree with the board's determination, they may submit a written appeal to the board within 14 days. The board will then have 30 days to respond to the appeal.

Section 12. Acknowledgement of Conflict of Interest Policy

Each Director, Officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- A. Has received a copy of the Conflict of Interest policy;
- B. Has read and understands the policy;
- C. Has agreed to comply with the policy; and
- D. Understands that the Corporation 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.

EXHIBIT D

GIFT ACCEPTANCE POLICY

PURPOSE

This document provides guidance and procedures to ensure that gifts are received and managed in compliance with legal, ethical and operational standards.

POLICY

The Organization may accept the following types of gifts:

- Cash donations - If over \$5,000, must undergo a public relations impact assessment before acceptance
- Checks
- Securities
- In-Kind Donations
- Real Estate with the Boards approval
- Planned Gifts
- Tangible Personal Property with the Boards approval
- Life Insurance Policies

The Organization may not accept the following types of gifts:

- Gifts that would jeopardize the organization's tax-exempt status
- Gifts that would violate the organization's mission and values
- Gifts with unacceptable conditions or restrictions
- Gifts that pose a conflict of interest

All individuals in gift acceptance must disclose any potential conflicts of interest. The organization will assess such conflicts and determine the appropriate course of action.

PROCESSING PROCEDURES

Receipt and Documentation

All gifts must be documented promptly. This includes recording donor information, gift details, and source of the gift. Documentation should be retained in a secure location.

Acknowledgement and tax receipts

Donors will receive a written acknowledgement for their gifts in accordance with IRS regulations.

Gift Valuation

The valuation of non-cash gifts will comply with IRS guidelines. For complex gifts, the organization may see the assistance of qualified appraisers.

Handling Restricted and Unrestricted Gifts

Gifts with restrictions will be honored in accordance with donor intent. Unrestricted gifts will be allocated in accordance with the organization's priorities.

RECORD KEEPING AND REPORTING

A donor database will be maintained to track donor information, gifts received, and communication history. This database will be regularly updated and securely stored.

All financial records related to gifts will be maintained accurately and in accordance with accounting standards. This includes tracking income, expenses, and investments related to gifts.

Regular reports on gift activity and financials performance will be provided to the board and senior management to ensure transparency and accountability.

SEGREGATION OF DUTIES

Roles and responsibilities related to gift handling will be clearly defined and segregated to prevent conflicts of interest and ensure checks and balances.

Certain gift transactions may require dual authorization to ensure accountability and accuracy. Dual authorization procedures will be followed when applicable.

MONITORING AND COMPLIANCE

Regular review of gift handling procedures will be conducted to assess compliance with this policy and identify areas for improvement.

Any irregularities or potential issues related to gift handling should be reported to the appropriate authority immediately.

All staff and volunteers involved in gift handling will receive training on this policy and related procedures. Updates and communication on gift handling practices will be provided as needed.