

**BY-LAWS OF
NAVAL ACADEMY PARENTS CLUB OF WEST VIRGINIA, INC.
A West Virginia Non-Profit Corporation**

ARTICLE I – NAME and OFFICES

Section 1.01 The name of the Corporation is the Naval Academy Parents Club of West Virginia, Inc., (the "**Corporation**"). The principal office of the Corporation shall be located in the County of Kanawha, State of West Virginia. The Corporation may also have other offices outside the County of Kanawha, State of West Virginia, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II – PURPOSES AND POWERS

Section 2.01 Purpose. The Naval Academy Parents Club of West Virginia, Inc., is a non-profit Corporation operated exclusively for the charitable purpose of providing information and non-financial support to the parents and guardians of the United States Naval Academy appointees, midshipmen and graduates, to promote the Naval Academy, to serve as an informational conduit between the United States Naval Academy Alumni Association and Foundation and West Virginia and to provide social and professional functions. It is formed with the intent that it qualifies as a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The purpose of the Corporation is set forth in the Certificate of Incorporation, and may be amended from time to time.

Section 2.02 Powers. The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Section 2.03 Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended. No part of the net earnings of the Corporation of the benefit shall inure to the benefit or be distributable to any director, officer, or private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws. 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. Notwithstanding any other provision of these articles, 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 corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2.04 Distribution Upon Dissolution. Upon termination of dissolution of the Corporation, assets shall be distributed to the United States Naval Academy Midshipman Welfare Fund at the United States Naval Academy, Annapolis, Maryland. The Board of Directors will contact the Parent Club coordinator for the USNA Alumni Association to notify and share intent on where funds will be donated.

ARTICLE III – MEMBERSHIP

Section 3.01 Membership. Membership is open to those parents and guardians of Naval Academy appointees, midshipmen and graduates who live in West Virginia. Membership is also open to Blue Gold Officers, other USNA Alumni and family members who are interested in supporting the purpose of this Club. Membership in good standing requires timely payment of dues.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.01 Powers and Number. The affairs and property of the Corporation shall be managed by or under the direction of the Board of Directors (the "**Board**") subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein. The Board of Directors shall consist of the Officers, the Immediate Past President, and the Chairpersons of all standing committees. A majority vote shall be required concerning the management of the affairs and property of the Corporation, including but not limited to the transaction of business or any specified item of business. Within the specified limits, the numbers of directors can be increased or decreased from time to time, by resolution of the Board. As used in these by-laws, the term "**Entire Board**" shall mean the total number of directors entitled to vote which the Corporation would have if there were no vacancies on the Board.

The Board may by majority vote make provision for the USNA Alumni Association to have an advisory, non-voting member on the Board by a Naval Officer, Marine Officer or other representative designated by the USNA Alumni Association.

Section 4.02 Election and Term of Office. The initial directors shall be the persons named in the Certificate of Incorporation and shall serve until the first annual meeting of the Board. To become a director, a person shall be nominated by a director and elected at any Board meeting by a majority vote of the existing Board. The term of office shall be considered to begin January 1 and end December 31. Directors shall hold office for a term of one (1) year and each shall serve for such term and until the election and qualification of a successor, or until such director's death, resignation, or removal. Directors may be elected to any number of consecutive terms not to exceed the calendar year associated with their youngest Midshipman's Commissioning.

Section 4.03 Qualification for Directors. Each director shall be at least 18 years of age and be a member in good standing. New Directors will be required to attend the next scheduled Annual Leadership Conference hosted by the USNA Alumni Association.

The President shall entertain nominations for membership to the Board and present them to the Board for approval at the next scheduled meeting after which any open position exists. Nominations for membership to the Board may be made by any current member of the Board. The Board shall consider all nominations presented by the President and a simple majority vote is required for election to the Board.

Section 4.04 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the next annual meeting and until such director's successor is elected or appointed and qualified.

Section 4.05 Removal. Any director may be removed at any time for cause at a regular or special meeting called for that purpose by a majority of the Entire Board.

Section 4.06 Resignation. Any director may resign from the Board at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

Section 4.07 Meetings. The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Special meetings of the Board may be held at any time upon the call of any director upon the written demand of not less than one-fifth of the Entire Board, in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

Meetings of the Board of Directors may be held at the call of the President or any three (3) members of the Board and will be scheduled a minimum of three (3) times per year (January, April and September).

Each Director will be required to attend all Board meetings unless otherwise excused by the Chair of the Board under the specific circumstances.

Section 4.08 Notice of Meetings. Notice of a meeting may be sent by mail, telephone, facsimile transmission, telegraph, courier service, electronic mail or hand delivery, directed to each director at his or her address or contact information. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each director not less than four (4) days before such meeting. Notice of a special meeting of the Board must be given to each director not less than four (4) days before such meeting, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

Section 4.09 Quorum. At each meeting of the Board, the presence of a majority of the Entire Board shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present,

except that notice of such adjournment shall be given to any directors who were not present at the time of the adjournment.

Section 4.10 Voting. Except as otherwise provided by statute or these by-laws, the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

Section 4.11 Meeting by Remote Communication. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

Section 4.12 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 4.13 Compensation. The Corporation shall not pay compensation to directors for services rendered to the Corporation in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation.

ARTICLE V – COMMITTEES

Section 5.01 Executive Committee and Other Committees of the Board. The Board, by resolution adopted by a majority of the Entire Board, may designate from among the directors an Executive Committee and other committees of the Board consisting of three (3) or more directors. Each committee of the Board shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- 1) The filling of vacancies on the Board or in any committee.
- 2) The amendment or repeal of the by-laws, or the adoption of new by-laws.
- 3) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Committee Chairs will be appointed by the President from the Board of Directors. The Standing Committees are:

- 1) Communications. This Chair shall be responsible for insuring the Club’s website <http://westvirginia.usnaparents.net> is accurate and current and shall serve as an Administrator for the Club’s Facebook Page. They will publicize Club Activities and Midshipman Achievements and when determined necessary, review and update an Information Booklet.
- 2) Events. This Chair shall coordinate the details of meetings, social and professional events and annually, create a “List of Important Dates” which shall be available on the Club’s website.

- 3) **Membership.** This chair shall be responsible for compiling the membership roster. This responsibility shall include adding new members and noting address changes. The Chair will coordinate with Communications to ensure the membership roster is available on a secured area of the Club's website.

Section 5.02 Quorum and Action by Committee. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board.

Section 5.03 Alternate Members. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member or members at any meeting of such committee.

ARTICLE VI – OFFICERS, EMPLOYEES, AND AGENTS

Section 6.01 Officers. The officers of the Corporation shall consist at least of a President, a Vice President, a Secretary, and a Treasurer. The Board may from time to time appoint such other officers, including one or more Vice Presidents, as it may determine. All officers shall be chosen by the Board from slates of candidates eligible and willing to serve.

Section 6.02 Election, Term of Office, and Qualifications. The officers of the Corporation shall be elected annually by a majority vote of the Board at the annual meeting of the Board, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. Except as may otherwise be provided in the resolution of the Board choosing an officer, no officer need be a director. One person may hold, and perform the duties of, more than one office, except that the same person may not hold the offices of President and Secretary. All officers shall be subject to the supervision and direction of the Board.

Section 6.03 Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Entire Board.

Section 6.04 Resignations. Any officer may resign at any time by giving fourteen (14) days written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective.

Section 6.05 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

Section 6.06 President. The President shall preside at all meetings of the Board. He or she shall have the general powers and duties of supervision and management of the Corporation which usually pertain to his or her office, and shall keep the Board fully informed of the activities of the Corporation. The President shall perform all such other duties as are properly required of him or her by the Board. He or she has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

If unable to attend a meeting, the President will assign one of the other Officers to run the meeting in their absence.

Should the President become ineligible or resign, the Board of Directors shall convene a meeting to elect a new President who will serve the remainder of the term. Should any other Officer resign, the President will appoint a replacement to complete the term.

The President will ensure the Corporation's annual filing with the Internal Revenue Service prior to is prepared and reviewed by the Board prior to being filed.

Section 6.07 Vice President. Each Vice President may be designated by such title as the Board may determine, and each such Vice President in such order of seniority as may be determined by the Board, shall, in the absence or disability of the President perform the duties and exercise the powers of the President. Each Vice President also shall have such powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board.

Section 6.08 Secretary. The Secretary shall record and keep the minutes of all meetings of the Board in books kept for that purpose. He or she shall see that all notices and reports are given and served as required by law or these by-laws. He or she shall affix the corporate seal to and sign such instruments as require the seal and his or her signature and shall perform all duties as usually pertain to his or her office or as are properly required of him or her by the Board.

The Secretary shall be responsible for assisting the President in distributing information to the membership via e-mail, social media or other publications as directed. The Secretary shall maintain digital copies of the Information Booklet and By-Laws.

Section 6.09 Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall keep full and accurate accounts of all moneys received and paid by him or her on account of the Corporation. The Treasurer shall exhibit at all reasonable times the Corporation's books of account and records to any of the directors of the Corporation upon request at the office of the Corporation. He or she shall render a detailed statement to the Board of the condition of the finances of the Corporation at the annual meeting of the Board and shall perform such other duties as usually pertain to his or her office or as are properly required of him or her by the Board.

Section 6.10 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 6.11 Compensation. Any officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Entire Board.

ARTICLE VII – EXECUTION OF INSTRUMENTS

Section 7.01 Contracts and Instruments. The Board may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the

Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 7.02 Deposits. The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

ARTICLE VIII – AMENDMENTS

Section 8.01 Indemnification. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a director or officer of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 8.02 Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to Section 8.01 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 8.01 above.

ARTICLE IX – GENERAL PROVISIONS

Section 9.01 Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

Section 9.02 Books and Records. The Corporation shall keep at the office of the Corporation correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws, all resolutions of the Board, and all minutes of meetings of the Board and committees thereof.

Section 9.03 Records Retention and Destruction Policy. In any instance where the Corporation faces issues related to document retention, it shall follow the procedures and rules set out in the Records Retention and Destruction Policy attached hereto as Exhibit A and incorporated into these by-laws by reference.

Section 9.04 Whistleblower Policy. The Corporation shall follow the policies and procedures set out in its Whistleblower Policy, attached hereto as Exhibit B, as amended from time to time, and incorporated into these by-laws by reference, in any instance where a director, officer, employee, or volunteer reports a suspected violation of law or corporate policy.

Section 9.05 Annual Returns. The Entire Board shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

Section 9.06 Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE X -- INTERESTED PARTY TRANSACTIONS

Section 10.01 For purposes of these by-laws, an "**interested party transaction**" is any contract or other transaction between the Corporation and (a) any present director or any individual who has served as a director in the five years preceding the transaction ("**past director**"), (b) any family member of a present or past director, (c) any corporation, partnership, trust, or other entity in which a present or past director is a director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five years preceding the transaction ("**past officer**"), (e) any family member of a present or past officer, or (f) any corporation, partnership, trust, or other entity in which a present or past officer is a director, officer, or holder of a financial interest.

In any instance where the Corporation proposes to enter into an interested party transaction it shall follow the procedures and rules set forth in the Corporation's Conflict of Interest Policy, adopted by the Board and as amended from time to time (which is attached hereto as Exhibit C and incorporated into these by-laws by reference).

ARTICLE XI – AMENDMENTS

Section 11.01 These by-laws may be amended or repealed following a 30 day comment period to the membership by a two-thirds vote of the Board of Directors by the affirmative vote of the majority of the Entire Board present at any meeting of the Board at which a quorum is present, except a two-thirds vote of the Entire Board shall be required for any amendment to add or remove a provision of these by-laws requiring a greater proportion of directors to constitute quorum or a greater proportion of votes necessary for the transaction of business. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

ARTICLE XII – NON-DISCRIMINATION

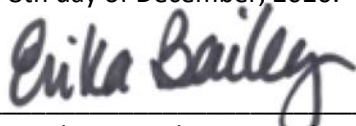
Section 12.01 In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

ARTICLE XIII – REFERENCE TO CERTIFICATE OF INCORPORATION

Section 13.01 References in these by-laws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these by-laws. In the event of a conflict between the Certificate of Incorporation and these by-laws, the Certificate of Incorporation shall govern.

We, the undersigned, hereby consent to, and adopt the foregoing Bylaws as the Bylaws of this Corporation.

ADOPTED AND APPROVED by the Incorporators of Naval Academy Parents Club of West Virginia, Inc. on this 8th day of December, 2020.

A handwritten signature in black ink that reads "Erika Bailey". The signature is written in a cursive, flowing style. Below the signature is a horizontal line.

Erika Bailey, President – Naval Academy Parents Club of West Virginia, Inc.

EXHIBIT A
Naval Academy Parents Club of West Virginia, Inc.
RECORDS RETENTION AND DESTRUCTION POLICY

ARTICLE I
PURPOSE

The purpose of this Records Retention and Destruction Policy is for Naval Academy Parents Club of West Virginia, Inc. (the "Organization") to enhance compliance with the Sarbanes-Oxley Act and to promote the proper treatment of corporate records of the Organization.

ARTICLE II
POLICY

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records. From time to time, the Organization may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

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

Section 3. Minimum Retention Periods for Specific Categories.

1. Organizational Documents. Organizational records include the Organization's articles of incorporation, by-laws and IRS Form 1023, Application for Exemption. Organizational records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.
2. Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Organization's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
3. Employment Records/Personnel Records. State and federal statutes require the Organization to keep certain recruitment, employment and personnel information. The Organization should also keep personnel files that reflect performance reviews and any complaints brought against the Organization or individual employees under applicable state and federal statutes. The

Organization should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

4. Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the Organization's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Organization.
5. Press Releases/Public Filings. The Organization should retain permanent copies of all press releases and publicly filed documents under the theory that the Organization should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Organization.
6. Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.
7. Marketing and Sales Documents. The Organization should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.
8. Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Organization and are protected as a trade secret where the Organization:
 - a. derives independent economic value from the secrecy of the information; and
 - b. has taken affirmative steps to keep the information confidential.
9. The Organization should keep all documents designated as containing trade secret information for at least the life of the trade secret.
10. Contracts. Final, execution copies of all contracts entered into by the Organization should be retained. The Organization should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.
11. Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
12. Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
13. Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
14. Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

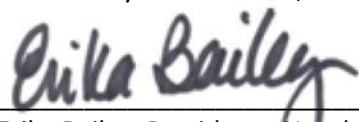
Section 4. Electronic Mail. E-mail that needs to be saved should be either:

- 1) printed in hard copy and kept in the appropriate file; or
- 2) downloaded to a computer file and kept electronically or on disk as a separate file.

The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

We, the undersigned, hereby consent to, and adopt the foregoing Records Retention and Destruction Policy

ADOPTED AND APPROVED by the Incorporators of Naval Academy Parents Club of West Virginia, Inc. on this 8th day of December, 2020.

A handwritten signature in black ink that reads "Erika Bailey". The signature is written in a cursive style and is positioned above a horizontal line.

Erika Bailey, President - Naval Academy Parents Club of West Virginia, Inc.

EXHIBIT B
NAVAL ACADEMY PARENTS CLUB OF WEST VIRGINIA, INC.
WHISTLEBLOWER POLICY

Naval Academy Parents Club of West Virginia, Inc. requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As agents and representatives of Naval Academy Parents Club of West Virginia, Inc., we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

ARTICLE I
REPORTING RESPONSIBILITY

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that Naval Academy Parents Club of West Virginia, Inc. can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, agents and volunteers to report concerns about violations of Naval Academy Parents Club of West Virginia, Inc.'s code of ethics or suspected violations of law or regulations that govern Naval Academy Parents Club of West Virginia, Inc.'s operations.

ARTICLE II
NO RETALIATION

It is contrary to the values of Naval Academy Parents Club of West Virginia, Inc. for anyone to retaliate against any board member, officer, agent, or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of Naval Academy Parents Club of West Virginia, Inc. An employee or agent who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

ARTICLE III
REPORTING PROCEDURE

Naval Academy Parents Club of West Virginia, Inc. has an open-door policy and suggests that employees and agents share their questions, concerns, suggestions or complaints with their supervisor. If you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with members of the Board of Director. Supervisors and managers are required to report complaints or concerns about suspected ethical and legal violations in writing to the Naval Academy Parents Club of West Virginia, Inc.'s President, who has the responsibility to investigate all reported complaints. Employees or agents with concerns or complaints may also submit their concerns in writing directly to the Board of Directors or the President.

ARTICLE IV
PRESIDENT

Naval Academy Parents Club of West Virginia, Inc.'s President is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The President will advise the Board of Directors of all complaints and their resolution and will report at least annually to the Treasurer on compliance activity relating to accounting or alleged financial improprieties.

ARTICLE V
ACCOUNTING AND AUDITING MATTERS

Naval Academy Parents Club of West Virginia, Inc.'s President shall immediately notify the Treasurer of any concerns or complaint regarding corporate accounting practices, internal controls or auditing and work with the committee until the matter is resolved.

ARTICLE VI
ACTING IN GOOD FAITH

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

ARTICLE VII
CONFIDENTIALITY

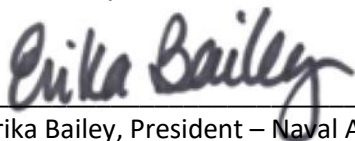
Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

ARTICLE VIII
HANDLING OF REPORTED VIOLATIONS

Naval Academy Parents Club of West Virginia, Inc.'s President will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

We, the undersigned, hereby consent to, and adopt the foregoing Whistleblower Policy.

ADOPTED AND APPROVED by the Incorporators of Naval Academy Parents Club of West Virginia, Inc. on this 8th day of December, 2020.



Erika Bailey, President – Naval Academy Parents Club of West Virginia, Inc.

EXHIBIT C
NAVAL ACADEMY PARENTS CLUB OF WEST VIRGINIA, INC.
CONFLICT OF INTEREST POLICY

ARTICLE I
PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) 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 might result in a possible excess benefit transaction. 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.

ARTICLE II
DEFINITIONS

Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

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. 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.

ARTICLE III
PROCEDURES

- 1) **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.
- 2) **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.
- 3) **Procedures for Addressing the Conflict of Interest**

- 4) 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.
- 5) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- 6) 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.
- 7) 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.
- 8) Violations of the Conflicts of Interest Policy
- 9) 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.
- 10) 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.

ARTICLE IV RECORDS OF PROCEEDINGS

- 1) The minutes of the governing board and all committees with board delegated powers shall contain: 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 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.

ARTICLE V COMPENSATION

- 1) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- 2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- 3) No voting member of the governing board or any committee 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.

ARTICLE VI
ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- 1) Has received a copy of the conflicts of interest policy,
- 2) Has read and understands the policy,
- 3) Has agreed to comply with the policy, and
- 4) 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.

ARTICLE VII
PERIODIC REVIEWS

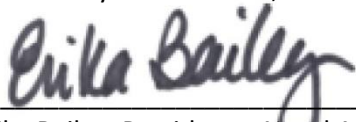
To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- 1) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- 2) 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.

ARTICLE VIII
USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, 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.

We, the undersigned, hereby consent to, and adopt the foregoing Conflict of Interest Policy ADOPTED AND APPROVED by the Incorporators of Naval Academy Parents Club of West Virginia, Inc. on this 8th day of December, 2020.



Erika Bailey, President – Naval Academy Parents Club of West Virginia, Inc.