

BYLAWS for the Northwest Pyrotechnics Association

ARTICLE I, NAME

1.01 NAME

The name of this corporation shall be Northwest Pyrotechnics Association. The business of the corporation may be conducted as Northwest Pyrotechnics Association or NPA.

ARTICLE II, PURPOSES AND POWERS

2.01 PURPOSE

Northwest Pyrotechnics Association is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Federal tax code.

The purpose of the corporation is to give members the opportunity to continue learning and improving their pyrotechnic skills, and to promote the safe use and artistry of pyrotechnics through education of members and communities throughout the State of Washington and the Northwest.

The corporation will support the professional development of its members by training in all aspects of safe pyrotechnic design, construction, and use; and to work toward a goal of interested members becoming certified as fireworks display operators by the NPA's standards.

The corporation will represent the interests of members involved in the pyrotechnic arts in Washington and the Pacific Northwest.

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.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. Northwest Pyrotechnics Association is a Washington non-profit public benefit corporation, recognized as tax exempt under section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it

now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other 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 purpose set forth in the Articles of Incorporation and these Bylaws.

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

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

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

ARTICLE III, MEMBERSHIP

3.01 Membership Classes and rights of members

The corporation shall have the following classes of membership:

- Individual Membership: A member that enjoys all benefits of membership in the Corporation. This membership has 1 vote.
- Family Membership: This is the equivalent of an Individual Membership with the additional ability for immediate family members to enjoy some benefits of membership in the Corporation. This membership has 1 vote.
- Lifetime Membership: A member that possessed a Lifetime Membership in the now-dissolved NPA LLC and were in good standing at the time of the dissolution. Outside of not

being required to pay annual dues, this membership is equivalent in every other way to the Individual Membership.

- Lifetime Family Membership: A member that possessed a Lifetime Family Membership in the now-dissolved NPA LLC and were in good standing at the time of the dissolution. Outside of not being required to pay annual dues, this membership is equivalent in every other way to the Family Membership.
- Business Membership: This is the equivalent of an Individual Membership with the ability for business associates to enjoy some benefits of membership in the Corporation. This membership has 1 vote.
- Temporary Membership: Temporary members enjoy limited benefits of membership in the corporation. This membership does not have a vote.

3.02 Eligibility for membership

Application for membership shall be open to any person 18 year of age or older that supports the purpose statement in Article II, Section 2.01. Except as otherwise specifically provided, membership shall be provisionally granted after completion and receipt of a membership application and dues. All memberships shall be reviewed by the membership chairperson and formally accepted unless other action is taken by the Board of Directors.

3.03 Membership Benefits

Membership benefits shall include (i) access to the NPA online forum, (ii) the ability to attend club events, and (iii) other benefits as established by the Board of Directors.

3.04 Dues

Dues amounts will be established by the Board of Directors and published in the Operating Manual.

Renewal dues are due by January 15th each calendar year. Delinquent members shall not enjoy membership benefits, though limited access to the online form may be permitted. Members may renew their membership within the calendar year by paying their renewal dues and any fees defined in the Operating Manual. Renewal dues are not prorated. After one calendar year, the membership is considered terminated and the former member must reapply for membership.

Dues shall be prorated for new members joining during the year by multiplying the number of remaining calendar months, including the current month, by one twelfth (1/12) the Annual Dues rate, plus any fees defined in the Operating Manual.

3.05 Non-voting membership

The board shall have the authority to establish and define additional non-voting categories of membership.

3.06 Membership Safety

Members agree to abide by the safety rules adopted by the Northwest Pyrotechnics Association and applicable Federal, state, and local laws.

3.07 Resignation and termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member may have their membership terminated when they display conduct not in the best interests of the corporation.

A member may be suspended by a two-thirds (2/3) vote of the Board of Directors, until the next general meeting, at which time the membership shall, by a two-thirds (2/3) vote, reinstate the membership or, by majority vote, terminate the membership or postpone action for a maximum of one general meeting. A membership which has been suspended will remain suspended until a final decision is reached.

3.08 Membership Requirements

Members are required to provide and maintain a valid email address.

ARTICLE IV, MEETINGS OF MEMBERS

4.01 Regular Meetings

Regular meetings of the members shall be held at least twice annually, at a time and place designated by the President.

4.02 Annual meetings

An annual meeting of the members shall take place in the spring, the specific date, time, and location of which will be designated by the President. At the annual meeting, the members shall elect directors, receive reports on the activities of the corporation, and determine the direction of the corporation for the coming year.

4.03 Special Meetings

Special meetings may be called by the President or two or more directors. A petition signed by not less than 20% of the members entitled to vote may also call a special meeting. Said petition must state the business to be conducted at the special meeting.

4.04 Notice of Meetings

The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally, by mail, by facsimile transmission or by electronic transmission, not less than ten (10) nor more than ninety (90) days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than 20% of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten nor more than

thirty five days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the corporation with postage thereon prepaid. Notices by electronic transmission must be delivered in accordance with Section 4.11 of these Bylaws.

4.05 Waiver of Notice

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

4.06 Quorum

A quorum at a meeting of the general membership shall consist of at least 10% of the voting members.

4.07 Order of Meetings

All meetings shall be conducted by Robert's Rules of Order, except as provided in these bylaws. The President or his appointee shall preside at the meetings. The voting body, at a meeting, may vote by majority to modify the rules of order as they see fit. One person, not an officer, may be designated parliamentarian to settle disputes.

4.08 Manner of Acting

The vote of a majority of the votes entitled to be cast by the members represented in person or by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

4.09 Proxies

A member may vote by proxy executed in writing by the member or by his or her attorney in fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

4.10 Meetings by Telephone

Members of the corporation may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

4.11 Electronic Transmission

The Corporation may deliver to a member notices, demands, consents or waivers by electronic transmission, if such member has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the member and the address, location or system to which the notices or other document may be electronically transmitted. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

ARTICLE V, BOARD OF DIRECTORS

5.01 Number of Directors

Northwest Pyrotechnics Association shall have a board of directors consisting of at least 5 and no more than 7 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

5.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the Northwest Pyrotechnics Association shall be managed under the direction of the board, except as otherwise provided by law.

5.03 Terms

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

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

(c) Directors may serve terms in succession.

(d) The term of office shall be considered to begin upon election.

5.04 Qualifications of Directors

In order to be eligible to serve as a director on the Board of Directors, the individual must be 18 years of age and a member in good standing at the time of the election and remain so for the duration of their term.

5.05 Election of Directors

Except as otherwise specifically provided, election of the Board of Directors shall take place at the corporation's annual meeting. An Election Committee shall be responsible for the

execution of the election procedures. Election procedures will be documented in the Operating Manual and made available to current and prospective members upon request.

5.06 Vacancies

Vacancies occurring in the Board of Directors for any reason may be filled by majority vote of the remaining directors of the Board of Directors, on a temporary basis, until the annual meeting of the corporation. During the next annual meeting the vacancy shall be filled by majority vote of the membership for unexpired portion of the term.

5.07 Resignation

A Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors, the President, or the Secretary of the corporation. The acceptance of the resignation shall not be necessary to make it effective.

The Board of Directors may deem a Director as resigning if they are no longer a member in good standing. If so deemed, the effective date of resignation be the date the member is no longer in good standing.

5.08 Death or Disability

In the event of a death or disability, the Board of Directors may declare a vacancy and appoint a successor to fill the vacancy until the next annual meeting.

5.09 Removal of Directors

Subject to the requirements of Washington law, any director may be removed, with or without cause, only by a two-thirds (2/3) majority vote of the membership at the meeting of the general membership. Any director whose removal is sought shall be given notice prior to any meeting called for that purpose. Upon removal of a director, a successor shall be elected by the members to fill the vacancy for the remainder of the term of such Director.

5.10 Board of Directors Meetings.

(a) Annual Meeting. The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

(b) Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic transmission, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic transmission, the notice shall be deemed to be delivered upon its

deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(c) Special Meetings. Special meetings of the Board may be called by the President or any two (2) Directors. A special meeting must be preceded by at least 2 days notice to each Director of the date, time, and place, but not the purpose, of the meeting.

(d) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Washington law.

5.11 Action without a formal meeting

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

5.12 Open Meetings

All meetings of the Board of Directors shall be open to all members, but attendees other than Directors may not participate in any discussion or deliberation unless permission to speak is requested on their behalf by a Director. In such case, the President may limit the time any such individual may speak. Notwithstanding the above, the President may adjourn any meeting of the Board of Directors and reconvene in executive session, and may exclude persons other than Directors, to discuss matters of a sensitive nature, such as pending or threatened litigation, personnel matters, matters involving possible violations of the Governing Documents, or matters involving the possible liability of a Member to the Corporation. The motion shall state specifically the purpose for the executive session. No motion, or other action adopted, passed, or agreed to in the executive session may become effective unless the Board, following the executive session, reconvenes in an open meeting and votes in the open meeting on such motion, or other action which is reasonably identified. Notwithstanding the foregoing, the Board shall not be required to disclose any information in violation of applicable law or which is otherwise exempt from disclosure.

5.13 Manner of Acting

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

(b) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the board.

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

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

5.14 Compensation for Board Members Services

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

5.15 Compensation for Professional Services by Directors

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

ARTICLE VI, COMMITTEES

6.01 Committees

The Board of Directors may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of one or more club members, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

(a) take any final action on matters which also requires board members' approval or approval of a majority of all members;

(b) fill vacancies on the Board of Directors in any committee which has the authority of the board;

(c) amend or repeal Bylaws or adopt new Bylaws;

(d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

(e) appoint any other committees of the Board of Directors or the members of these committees;

(f) expend corporate funds to support a nominee for director; or

(g) approve any transaction;

(i) to which the corporation is a party and one or more directors have a material financial interest; or

(ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

6.02 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article V of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

ARTICLE VII, OFFICERS

7.01 Club Officers

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

7.02 Term of Office

Each officer shall serve a one-year term of office. Each club officer's term of office shall begin following the meeting at which appointed and shall end when a successor is appointed.

7.03 Removal and Resignation

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

7.04 Club President

The club president shall be the chief volunteer officer of the corporation. The club president shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors. The club president must be a member in good standing for the duration of their term.

7.05 Vice President

In the absence or disability of the club president, the vice president shall perform the duties of the club president. When so acting, the vice president shall have all the powers of and be subject to all the restrictions upon the club president. The vice-president shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the club president. The club vice-president must be a member in good standing for the duration of their term.

7.06 Secretary

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

7.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the club president. The treasurer may appoint, with approval of the board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

ARTICLE VIII, CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

8.01 Contracts and other Writings

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

8.02 Checks, Drafts

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

8.03 Deposits

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

8.04 Loans

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

8.05 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

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

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an

undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

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

ARTICLE IX, MISCELLANEOUS

9.01 Books and Records

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

9.02 Fiscal Year

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

9.03 Conflict of Interest

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

9.04 Nondiscrimination Policy

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

9.05 Bylaw Amendment

These Bylaws may be altered or amended by two-thirds (2/3) majority vote of the Members attending a general, annual, or special meeting of the members provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the

Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that all amendments be consistent with the Articles of Incorporation.

ARTICLE X COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Northwest Pyrotechnics Association shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Northwest Pyrotechnics Association willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

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

ARTICLE XI, DOCUMENT RETENTION POLICY

11.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Northwest Pyrotechnics Association records.

11.02 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, Northwest Pyrotechnics Association 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. Northwest Pyrotechnics Association 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 Northwest Pyrotechnics Association informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

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

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

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

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

(e) 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.

(f) Marketing and Sales Documents. The corporation 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.

(g) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation 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.

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

(i) 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.

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

(k) 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:

- (i) printed in hard copy and kept in the appropriate file; or
- (ii) downloaded to a computer file and kept electronically or on offline storage (flash drive, disk, etc.) as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XII

Transparency and Accountability

Disclosure of Financial Information With The General Public

12.01 Purpose

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

- indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

- Financial and IRS documents (The form 1023 and the form 990)
Northwest Pyrotechnics Association shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.
- Means and Conditions of Disclosure
Northwest Pyrotechnics Association shall make “Widely Available” the aforementioned documents on its Internet website: <HTTPS://NPAClub.org> to be viewed and inspected by the general public.
 - The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
 - The website shall clearly inform readers that the document is available and provide instructions for downloading it.
 - Northwest Pyrotechnics Association shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
 - Northwest Pyrotechnics Association shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided within 7 days.

12.04 IRS Annual Information Returns (Form 990)

Northwest Pyrotechnics Association shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation’s Form 990 shall be submitted to each member of the board of director’s via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

12.05 Donor Records

- All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;
- donor records shall be made available to the board when requested.

ARTICLE XIII CODES OF ETHICS AND WHISTLEBLOWER POLICY

13.01 Purpose

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

13.02 Reporting Violations

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

13.03 Acting in Good Faith

Anyone filing a 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 shall be subject to civil and criminal review.

13.04 Retaliation

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

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

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

13.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations

shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

13.06 Handling of Reported Violations

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

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

ARTICLE XIV, AMENDMENTS OF ARTICLES OF INCORPORATION

14.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of a majority of the board of directors.