



# Bylaws

*(As amended on 16 May 2022)*

# Table of Contents

<b>Article 1: Offices</b>	<b>3</b>
Section 1. Principle Office	3
Section 2. Change of Address	3
<b>Article 2. Nonprofit Purposes</b>	<b>3</b>
Section 1. IRS Section 501(c)(3) Purposes	3
Section 2. Specific Objectives and Purposes	3
<b>Article 3. Organization</b>	<b>48</b>
Section 1. Membership / Steering Committee	4
Section 2. Membership Fee	4
Section 3. Work groups	5
Section 4. Board of Directors	5
Section 5. Election to the Board	5
Section 6. Termination of Board Participation	5
Section 7. Vacancies	6
Section 8. Voting	6
Section 9. Meetings	6
Section 10. Compensation	6
Section 11. Conflict of Interest	6
Section 12. Non-liability of Directors	7
Section 13. Indemnification of Directors	7
Section 14. Insurance for Board of Directors	7
Section 15. Officers of the Board of Directors	7
Section 16. Staff	9
<b>Article 4. Transactions</b>	<b>9</b>
Section 1. Financial Policies	9
Section 2. Execution of Contracts	9
Section 3. Checks and Notes	10
Section 4. Deposits and Gifts	10
Section 5. Additional Policies	10
Section 6. Records and Reports	10
<b>Article 5. IRS 501(c)(3) Tax Exempt Provisions</b>	<b>10</b>
Section 1. Limitation on Activities	10
Section 2. Prohibition against Private Inurement	10
Section 3. Distribution of Assets	11
<b>Article 6. Amendment of Bylaws and Terms</b>	<b>11</b>
Section 1. Amendment	11
Section 2. Adoption	11

## **Article 1 Offices**

### **Section 1. Principal Office**

The principal address of the Grand County Wildfire Council (“GCWC” or “the Council”) will be located at 60500 US Highway 40, Granby, CO 80446. This address is located in Grand County, CO.

### **Section 2. Change of Address**

The designation of the county or state of the corporation’s principal office may be changed by amendment to the Bylaws.

The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment to these Bylaws.

## **Article 2 Nonprofit Purposes**

### **Section 1. IRS Section 501(c)(3) Purposes**

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

### **Section 2. Specific Objectives and Purposes**

The Grand County Wildfire Council is a non-profit, community-based educational outreach organization serving the residents and visitors of Grand County, Colorado. GCWC provides a countywide platform that connects practitioners to develop a collective voice to better advocate for wildfire resiliency. The Council seeks to work collaboratively with members from local, state, and federal government agencies; local fire departments; homeowner groups; businesses; and concerned citizens in promoting wildfire prevention, preparedness, mitigation, and survival through education and action.

In achieving its mission, the Grand County Wildfire Council will:

- Function as a collaborative body in Grand County to provide opportunities for all concerned stakeholders to reduce the potential for and impacts of wildfires;
- Secure long-term funding and provide coordination (via working groups) for mitigation and education projects to reduce potential impacts of wildfires;
- Leverage resources and relationships to provide fire adapted community messages, educational tools and outreach mechanisms to government, interest groups and partners;
- Assist organizations increase their wildfire risk management capacity;
- Maintain a countywide directory of mitigation and education projects and entities involved in wildfire related issues.

## **Article 3 Organization**

### **Section 1. Membership / Steering Committee**

Members of the Grand County Wildfire Council shall consist of individuals and agencies who support the mission and objectives stated in Article 2, Section 2 and will form the steering committee that shall make recommendations to the Board of Directors on the direction of the Council. There shall be no membership entitlements in the steering committee; rather, the committee shall be comprised of the members present at each quarterly meeting of the Council. Ideally, members shall represent the following classes of stakeholders, including but not limited to:

- Grand County Fire Protection Districts
- Grand County Government, including the Board of Commissioners, the Department of Natural Resources, the Sheriff's Office, and the Office of Emergency Management
- City / town governments within Grand County
- Homeowner Associations
- State and Federal Agencies, such as the United States Forest Service, Bureau of Land Management, Colorado State Forest Service, Colorado Division of Fire Prevention and Control, Rocky Mountain National Park, etc.
- Interested Individuals and Organizations representing business, real estate, ranching, philanthropy, communications, electric power, natural gas transportation, and concerned members of the public, such as the Middle Park Conservation District, Denver Water, Northern Colorado Water Conservancy, Western Area Power Administration and Mountain Parks Electric, etc.

### **Section 2. Membership Fee**

There are no membership fees to participate in the GCWC. The Board of Directors may recognize annual donors in GCWC materials.

### **Section 3. Committees/Work Groups**

Committees/work groups may be formed as needed to perform tasks identified by the Board of Directors. Each committee/work group may be longstanding or short-term. Meetings and actions of all committees shall be governed by all provisions of these Bylaws concerning meetings of the Board of Directors, with such changes as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution by the Board of Directors or by the committee. The Board may develop advisory committees/workgroups that consist of outside experts, representing government, academia, business, or other groups and sectors of the nonprofit world.

### **Section 4. Board of Directors**

The Board of Directors shall consist of either five to nine members. If an even number of members exist and a vote comes down to a tie, the Chairperson shall not vote. The BOD shall represent wildfire-centric organizations, coalitions or collaborative groups with a vested interest in local wildfire issues. The Board of Directors will have primary oversight for: setting the strategic course of Grand County Wildfire Council; interface with large federal lands managers and elected officials providing mitigation funding; and the review and approval of major programs and plans. Other BOD duties include, but are not limited to:

- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix compensation, if any, of all officers, agents, the Executive Director, and other staff or independent contractors (if not supervised by the Executive Director) of the Grand County Wildfire Council.
- Supervise all officers, agents, the Executive Director, and other staff or independent contractors (if not supervised by the Executive Director) of the Grand County Wildfire Council to assure that their duties are performed properly.

### **Section 5. Election to the Board**

Elections will take place during the first official steering committee meeting of each calendar year. Board members will serve for a term of two years and are not term-limited. Terms will be staggered so that the entire Board does not turn over in any given year.

### **Section 6. Termination of Board Participation**

Any Board member, or entity with a representative on the Board of Directors, may terminate participation at any time, by giving thirty (30) days written notice of termination to the Board of Directors. Written notice expressing intent to terminate participation should be accompanied with a written explanation of why the member or entity is terminating its participation in the Board of Directors.

The Board may take action against any Board member who regularly fails to attend meetings and has two unexcused absences in a year, or who fails to participate in necessary activities of the Board, up to and including forced termination from the Board. If

the Board terminates an individual representing a coalition, the coalition will be notified and may name a new Board member immediately.

## **Section 7. Vacancies**

Vacancies on the Board of Directors shall exist:

- Upon the death, resignation, or removal of any director, and
- Whenever the number of authorized directors is increased.

Any director may resign by providing written notice to the Chair, the Secretary, or the Board of Directors. If the Board would then be left without sufficient directors to carry out its affairs, another Board member must be appointed within one (1) year of the vacancy. Directors may be removed from office, with or without cause, as permitted by these Bylaws and laws of this State.

## **Section 8. Voting**

Members of the BOD who are unable to attend a meeting in person may vote by telephone, other virtual means if meeting is held virtually, or email. Members must contact the Secretary, or Secretary designee, at least twenty-four (24) hours prior to a scheduled meeting to make alternative voting arrangements. A Director may designate or appoint a representative to attend in their absence.

It is the intent of the Board of Directors to achieve consensus on action items and all reasonable effort will be made to attain consensus. In the event that consensus is not achieved, and a quorum vote is taken, fifty percent plus one (50% +1) will carry the vote.

## **Section 9. Meetings**

Meetings of the GCWC Steering Committee shall be held quarterly. Meetings of the BOD will be held as needed, as may be determined by the Chair, Vice-Chair, or 50%+1 members of the BOD. The meeting schedule for the Steering Committee will be determined at the beginning of the calendar year. Meetings of the GCWC or BOD may be held virtually or telephonically.

Fifty percent plus one (50% +1) of the Board members must be present to constitute a quorum. No vote may be taken in the absence of a quorum. If a quorum is present at any time during a meeting, it shall be deemed present for the remainder of the meeting.

## **Section 10. Compensation**

No compensation will be authorized or paid to the Board of Directors. Reimbursement for certain expenses, such as travel to a meeting deemed to be for the benefit of the Grand County Wildfire Council, may be made, if authorization for said expense is approved by the Board.

## **Section 11. Conflict of Interest**

Grand County Wildfire Council has a formal Conflict of Interest Policy. All members of the Board of Directors, staff, and key volunteers or consultants shall review this policy annually and shall always conform to this policy.

## **Section 12. Non-liability of Directors**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Grand County Wildfire Council, except as provided for by the laws of this State.

## **Section 13. Indemnification of Directors**

The Directors of the Grand County Wildfire Council shall be indemnified by the Grand County Wildfire Council to the fullest extent permissible under the laws of this State.

## **Section 14. Insurance for Board of Directors**

Except as otherwise noted under the provision of law, the Board of Directors will purchase and maintain Directors and Officers insurance on behalf of any agent of the Grand County Wildfire Council (including a director, officer, employee, or other agent) against liability asserted against, and incurred by the agent in such capacity and arising out of the agents status as such, whether or not the Grand County Wildfire Council would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or the provision of law.

## **Section 15. Officers of the Board of Directors**

The Board of Directors will elect officers from among themselves and each officer will serve for a term of one (1) year. Officers may serve as many terms as they are elected. Officers of the Board will include:

- Chair
- Vice-Chair
- Secretary
- Treasurer

Board of Directors Officers are expected to perform additional duties, as outlined below:

### Chair

The Chair will convene regularly scheduled Council and Board meetings, preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice Chair, Secretary and Treasurer. Additional duties of the Chair include:

- With the BOD, establish GCWC's strategy and commitment to its goals and objectives
- Attend and oversee all Board meetings
- Ensure Board resolutions are carried out
- Call special meetings as necessary
- Assist Secretary in preparing agenda for Board meetings
- Assist Treasurer in the preparation and oversight of the budget
- Assist Secretary in the preparation of an annual report
- Act as a spokesperson for the organization
- Approve payments via the Treasurer

### Vice Chair

The Vice Chair duties are as follows:

- Assist with preparation of GCWC's strategies
- Maintain knowledge of the organization and personal commitment to its goals and objectives
- Attend all Board meetings
- Preside over Council and Board meetings in the absence of the Chair
- Assist with special assignments as requested by the Chair
- Understand the responsibilities of the Chair and be able to perform these duties in the Chair's absence
- Participate as a vital part of the Board leadership
- Approve payments via the Treasurer in the absence of the Chair

### Secretary

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. Certain administrative duties may be delegated to a 'recording' secretary as a non-board member.

Other duties performed by the Secretary include the following:

- Maintain knowledge of the organization and personal commitment to its goals and objectives
- Attend all Board meetings
- Provide meeting agendas
- Maintain all Board records and ensure their accuracy and safety
- Compile Board meeting minutes
- Assume responsibilities of the Vice-Chair in their absence
- Schedule and provide notice of meetings of the Board and/or of a committee when such notice is required
- Ensure the proper maintenance of required regulatory filings and insurance

### Treasurer

The Treasurer shall make a report at each Board meeting on cash account balances, grants / funding received, expenses and matching grants issued. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members. Additional duties are as follows:

- Maintain knowledge of the organization and personal commitment to its goals and objectives
- Attend all Board meetings
- Understand financial accounting for nonprofit organizations
- Manage the Board's review and action related to the Board's financial responsibilities
- Ensure that appropriate financial reports are made available to the Board and Donors on a timely basis
- Assist the Chair and Vice-Chair with preparing the annual budget and presenting the budget to the Board for approval
- Review the annual audit with the auditor, as may be required by law
- Ensure compliance with all tax requirements
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## **Section 16. Staff**

If the Board of Directors deems it necessary to hire employees to fulfill the goals and objectives of the Grand County Wildfire Council, the ensuing guidelines should be followed.

**Executive Director.** If the Board of Directors chooses to hire an Executive Director, the Executive Director shall be responsible for administering the program of the Grand County Wildfire Council. The Executive Director is accountable to the Board of directors and shall work closely with the Board to fulfill the Council's objectives. The Executive Director, as authorized by the Board's delegation of authority, may sign checks and enter into agreements with the approval of the Board of Directors, which are necessary to carry out the objectives of the corporation. The Executive Director, with direction from the Board of Directors, has oversight to hire or fire additional employees as deemed necessary to meet obligations under grants, agreements, and other funding sources, and to fulfill its mission. The Executive Director shall be an ex-officio member of the Board and may be delegated the role of recording secretary. The Executive Director shall not be entitled to vote but shall be entitled to notice of and attendance at meetings, except those portions of a meeting at which matters directly relating to the Executive Director are discussed.

**Other Staff.** Any other staff shall be supervised by and accountable to the Executive Director. If no position exists, any other staff will be accountable to the Board of Directors.

Hiring shall be conducted in full compliance with the GCWC's anti-discrimination policy.

## **Article 4 Transactions**

### **Section 1. Financial Policies**

The elected Treasurer will be responsible for managing and administering GCWC funding including budgets and banking accounts. In the absence of the Treasurer, the Chair assumes responsibility for managing and administering budget and banking accounts.

### **Section 2. Execution of Contracts**

The Board of Directors, except as otherwise provided by these bylaws, may by resolution, authorize the Chair to enter into contract, and execute and deliver instruments in the name of Grand County Wildfire Council, such authority may be general or confined to specific instances.

### **Section 3. Checks and Notes**

The Treasurer will approve and execute payments (checks, drafts, promissory notes and orders for payment of money) on behalf of GCWC. All payments will be made in accordance with GCWC's financial policy and delegation of authority guide.

### **Section 4. Deposits and Gifts**

All funds shall be deposited from time to time to the credit of GCWC via policies outlined in a memorandum of understanding.

### **Section 5. Additional Policies**

The Board of Directors may adopt by resolution written financial policies that supersede any or all sections of this article without having to revise these Bylaws.

### **Section 6. Records and Reports**

The Board shall produce an annual report required under law to be prepared and delivered to an office of this State or to the members, to be so prepared and delivered within the time limits set by law.

## **Article 5 IRS 501(c)(3) Tax Exempt Provisions**

### **Section 1. Limitation on Activities**

No substantial part of the activities of this Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided for by Section 501(h) of the Internal Revenue Code), and this Organization shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

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

### **Section 2. Prohibition against Private Inurement**

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

### **Section 3. Distribution of Assets**

No part of the net earnings of this Organization, nor assets remaining after payment of all its debts and liabilities, shall be distributed except to organizations for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the Federal government, or a state or local government for public purposes. Such distribution shall be made in accordance with all applicable provisions of the laws of this State.

## **Article 6 Amendment of Bylaws and Terms**

### **Section 1. Amendment**

These Bylaws may be amended by a majority fifty percent plus one (50% +1) vote of the Board of Directors at any regular meeting, or any special meeting of the Board, provided that the amendment has been submitted in writing to the Board.

### **Section 2. Adoption**

Adopted by a unanimous vote of the Board of Directors on the 16th day of May 2022.

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Philip Brinkmann Chair

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Brian Faith Secretary



# Grand County Wildfire Council

## **Anti-Discrimination Policy**

The Grand County Wildfire Council (GCWC) is an "equal opportunity employer." GCWC will not discriminate and will take measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the bases of race, creed, color, national origin, or sex.

## **Anti-Harassment Policy**

The Grand County Wildfire Council is committed in all areas to providing a work environment that is free from harassment. Harassment based upon an individual's sex, race, ethnicity, national origin, age, religion or any other legally protected characteristics will not be tolerated. All employees, including supervisors and other management personnel, are expected and required to abide by this policy. No person will be adversely affected in employment with the employer as a result of bringing complaints of unlawful harassment.

In witness whereof, the undersigned has hereunto signed as of the date herein shown below.

Moved by:

Seconded by:

Vote:

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President

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Secretary

Date: \_\_\_\_\_



## GRAND COUNTY WILDFIRE COUNCIL CONFLICT OF INTEREST POLICY

No member of *Grand County Wildfire Council* Board of Directors or Staff shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with *Grand County Wildfire Council*. This shall also include the member's business or other nonprofit affiliations, family and/or significant other, employer, or close associates who may stand to receive a benefit or gain. Each individual shall disclose to the Board Chair any personal interests which he or she may have in any matter pending before the organization and shall refrain from participation in any discussion or decision on such matter.

In addition, any member of *Grand County Wildfire Council's* Board of Directors or Staff shall refrain from obtaining any list of clients or donors for personal or private solicitation purposes at any time during the term of their affiliation.

Any new member of the Board of Directors shall be given this policy at the time of their election onto the Board of Directors and the policy will be reviewed annually by the board at a regularly scheduled meeting.

We understand that the purposes of this policy are to protect the integrity of *Grand County Wildfire Council* and the organization's decision-making process as well as to enable our constituencies to have confidence in the integrity, intentions and actions of the officers, staff, board members and volunteers. To that end, we understand that this policy is not meant to supplement good judgment and all constituents should respect its spirit as well as its wording.

In witness whereof, the undersigned has hereunto signed as of the date herein shown below.

Moved by:

Seconded by:

Vote:

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President

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Secretary

Date: \_\_\_\_\_



## WHISTLEBLOWER POLICY

### General

This Whistleblower Policy is intended to encourage and enable Grand County Wildfire Council board members, employees, and volunteers to raise serious concerns within the Grand County Wildfire Council organization prior to seeking resolution outside the organization. Grand County Wildfire Council Board of Director members, officers, and employees need to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

### Reporting Responsibility

It is the responsibility of all directors, officers, and employees to comply with Grand County Wildfire Council policies and all applicable laws and regulations, and report violations or suspected violations in accordance with this Whistleblower Policy.

### No Retaliation

No director, officer, or employee who in good faith reports a suspected violation shall suffer harassment, retaliation, or adverse employment consequence based on the reporting of such a violation. A board member or employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of term/employment.

### Reporting Violations

Employees: The Grand County Wildfire Council has an open-door policy and encourages employees to share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if an employee is not comfortable speaking with their supervisor or they are not satisfied with their supervisor's response, employees are encouraged to speak with the Grand County Wildfire Council Compliance Officer, the Board President. If an employee is not comfortable speaking with the Board President they are encouraged to speak with the Board Vice Chair, or another board member they are comfortable approaching.

Board Members: Board of director members are required to report suspected violations of Grand County Wildfire Council policies or relevant laws and regulations to the Grand County Wildfire Council Compliance Officer, the Board President. If an individual is not comfortable speaking with the Board President, they are encouraged to speak with the Board Vice Chair, or another board member they are comfortable approaching.

### Compliance Officer

The Compliance Officer (the Board President), or other board member receiving a complaint or allegation, is responsible for investigating and resolving all reported concerns and, at his/her discretion, shall advise the Executive Director and/or the board audit committee. The Compliance Officer will report compliance activity to the executive committee at least annually.



## WHISTLEBLOWER POLICY

### Accounting and Auditing Matters

The audit committee of the board of directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Compliance Officer shall immediately notify the audit committee of any such complaint and work with the committee until the matter is resolved. The Grand County Wildfire Council Finance Officer or Board Treasurer shall not be Chair of the audit committee.

### 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 there is indication of 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.

### 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 will be kept confidential to an extent possible that is consistent with the need to conduct an adequate investigation.

### Handling of Reported Violations

The Compliance Officer, or other board member contacted, has responsibility to investigate all reported suspected violations. The person receiving the report will notify the sender within five business days that the report of suspected violation has been received. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

Should Grand County Wildfire Council employees or board members feel that the process to report and/or investigate Code violations is inadequate, individuals can contact the Colorado Attorney General Office.

In witness whereof, the undersigned has hereunto signed as of the date herein shown below.

Moved by:

Seconded by:

Vote:



## WHISTLEBLOWER POLICY

President

Secretary

Date: \_\_\_\_\_



## FUNDRAISING POLICY

The Board of Directors of GRAND COUNTY WILDFIRE COUNCIL recognizes that the organization engages in fundraising and solicitation activity from time to time. In order to comply with federal, state and local laws, as well as applicable ethical norms regarding fundraising activity, the Board has established this fundraising policy.

- A. OVERSIGHT – All fundraising activity for GRAND COUNTY WILDFIRE COUNCIL is supervised, coordinated and directed by the Board of Directors. The Board of Directors shall annually review all fundraising activity by GRAND COUNTY WILDFIRE COUNCIL.
- B. USE OF FUNDRAISING PROFESSIONALS - Third parties not directly affiliated with the Grand County Wildfire Council must have written permission from the Board of Directors prior to any solicitation on behalf of GRAND COUNTY WILDFIRE COUNCIL. Third party fundraisers engaged by GRAND COUNTY WILDFIRE COUNCIL must be registered with appropriate state and local authorities, and their representation of the organization must be evidenced by a written agreement approved by the Board of Directors.
- C. TRUTH AND ACCURACY
  - 1. All solicitation and fundraising materials and other communications to donors and the public shall clearly identify the GRAND COUNTY WILDFIRE COUNCIL and be accurate and truthful.
  - 2. The Board of Directors shall review fundraising or solicitation materials prior to publication for:
    - a. material omissions or exaggerations of fact, use of misleading photographs, or any other communication which would tend to create a false impression or misunderstanding;
    - b. any statements or content that would tend to create unrealistic donor expectations of what the donor's gift will actually accomplish.
- D. DONOR ACKNOWLEDGMENT - GRAND COUNTY WILDFIRE COUNCIL shall provide all donors with specific acknowledgments of charitable contributions, where applicable, in accordance with legal requirements for proper donor substantiation and the Grand County Wildfire Council' disclosure.
- E. SUPERVISION AND TRAINING
  - 1. GRAND COUNTY WILDFIRE COUNCIL shall provide appropriate training and supervision of the people soliciting funds on its behalf, whether employees or third-party representatives, including training to attempt to avoid use of techniques that are coercive, intimidating or intended to harass potential donors.
  - 2. GRAND COUNTY WILDFIRE COUNCIL shall attempt to avoid accepting a gift from or entering into a contract with a prospective donor which would knowingly place a hardship on the donor, or place the donor's future well-being in jeopardy.



## FUNDRAISING POLICY

- F. COMPENSATION – GRAND COUNTY WILDFIRE COUNCIL shall pay fundraisers no more than reasonable compensation for their services. The amount to be paid shall to be determined in advance of work by written agreement between the Board of Directors and the fundraiser.
- G. DONOR PRIVACY POLICY - GRAND COUNTY WILDFIRE COUNCIL respects the privacy of donors.
1. GRAND COUNTY WILDFIRE COUNCIL shall not sell or otherwise make available the names and contact information of its donors, except where disclosure is required by law.
  2. GRAND COUNTY WILDFIRE COUNCIL shall not send mailings on behalf of other organizations unless approved by the Board of Directors.
  3. GRAND COUNTY WILDFIRE COUNCIL shall provide a clear, prominent and easily accessible privacy policy on any of its websites that tells visitors:
    - i. What information, if any, is being collected about them and how this information will be used;
    - ii. How to access personal information collected and request correction;
    - iii. How to inform GRAND COUNTY WILDFIRE COUNCIL that the visitor does not wish his/her personal information to be shared outside the organization; and
    - iv. What security measures GRAND COUNTY WILDFIRE COUNCIL has in place to protect personal information.
- H. COMPLIANCE WITH LAW – In addition to any other requirements of this policy, all fundraising activities for GRAND COUNTY WILDFIRE COUNCIL shall be conducted in accordance with applicable law.

In witness whereof, the undersigned has hereunto signed as of the date herein shown below.

Moved by:

Seconded by:

Vote:

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President

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Secretary

Date: \_\_\_\_\_



## GCWC Procurement Policy

### **Purpose**

The purpose of this policy is to ensure all supplies, equipment, construction, and services purchased by the Grand County Wildfire Council (GCWC) are obtained in an open and effective manner. This policy applies to the GCWC Board of Directors and any designees authorized to initiate purchases on behalf of the GCWC.

### **Code of Conduct**

As representatives of the GCWC, all employees and officers are expected to conduct themselves in a professional and ethical manner, maintaining high standards of integrity and the use of good judgment. Employees and Officers are expected to be principled in their business interactions and act in good faith with individuals both inside and outside the GCWC community.

The Code of Conduct shall govern the performance, behavior and actions of the GCWC, including Board members, employees, directors, volunteers, or agents who are engaged in any aspect of procurement, including – but not limited to – purchasing goods and services; awarding contracts and grants; or the administration and supervision of contracts.

1. No employee, officer, director, volunteer or agent of the GCWC shall participate in the selection, award or administration of a bid or contract if a conflict of interest is real or apparent to a reasonable person.
2. Conflicts of interest may arise when any employee, officer, director, volunteer or agent of the GCWC has a financial, family or any other beneficial interest in the vendor firm selected or considered for an award.
3. No employee, officer, director, volunteer or agent of the GCWC shall do business with, award contracts to, or show favoritism toward a member of his/her immediate family, spouse's family or to any company, vendor or concern who either employs or has any relationship to a family member; or award a contract or bid which violates the spirit or intent of Federal, State and local procurement laws and policies established to maximize free and open competition among qualified vendors.

### **For purchases under \$10,000:**

Formal documentation of vendor selection is not required. GCWC will conduct an informal cost/price analysis and select the vendor offering the best mix of quality, service and price for the specified need. Reasonable efforts shall be made to ensure fair and competitive pricing.

### **For purchases over \$10,000:**

For purchases over \$10,000, proposals will be solicited through newspaper advertisement; additionally, a Request for Proposal (RFP) may be prepared and mailed to qualified vendors. The newspaper advertisement will be published at least seven (7) days and not more than twenty-one (21) days before the date for receipt of the proposals. The RFP will describe services needed and identify the factors to be considered in the evaluation of proposals and the relative weights assigned to each selection factor. The RFP will also state where further details regarding the RFP may be obtained.



## GCWC Procurement Policy

In witness whereof, the undersigned has hereunto signed as of the date herein shown below.

Moved by:

Seconded by:

Vote:

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President

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Secretary

Date: \_\_\_\_\_

# GRAND COUNTY WILDFIRE COUNCIL

## MEETING MINUTES POLICY

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The following Policy has been established by the Grand County Wildfire Council Board of Directors for use at Board of Directors and Committee meetings.

A. At a minimum, meeting minutes taken at each meeting will include:

- (1) The date, time, and place of the Commission's meeting.
- (2) The members of the Commission recorded as either present or absent.
- (3) The general substance of all matters proposed, discussed, or decided.
- (4) A record of all votes taken by individual members, including who made the motion, who seconded it, and how the result of the vote

B. The Grand County Wildfire Council Secretary, or other appointed individual, is responsible for taking and compiling the minutes. The minutes are to be available within a reasonable period of time after the meeting for the purpose of informing the public of the governing body's proceedings. The minutes, if any, are to be open for public inspection and copying.

C. The previous meeting minutes will be reviewed at a subsequent meeting of the Board of Directors to be approved by majority vote of the Board.

D. This Policy will not terminate unless the Board of Directors meets to renew, modify or terminate the Policy.

In witness whereof, the undersigned has hereunto signed as of the date herein shown below.

Moved by:

Seconded by:

Vote:

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President

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Secretary

Date: \_\_\_\_\_

# GRAND COUNTY WILDFIRE COUNCIL

## DOCUMENT RETENTION POLICY

### **Objective**

As a charitable organization dedicated to advancing the common good by leading, strengthening and mobilizing the nonprofit and philanthropic community, Grand County Wildfire Council has a responsibility to effectively conduct its operations in furtherance of its charitable purposes. The objective of this Records Retention Policy is to further Grand County Wildfire Council' mission by ensuring that Grand County Wildfire Council operates effectively and efficiently and complies with all applicable laws and regulations governing the management, retention and destruction of Grand County Wildfire Council' records.

### **Criminal Sanctions and Other Penalties**

This Records Retention Policy is intended to ensure and facilitate Grand County Wildfire Council' compliance with all applicable laws and regulations governing the retention and destruction of Grand County Wildfire Council' records.

Certain laws and regulations require Grand County Wildfire Council to maintain certain types of records for particular periods. Failure to maintain such records may subject the organization and/or individuals to penalties and fines and may compromise the organization's position in litigation.

It is a federal crime, punishable by a fine and up to twenty years in prison, for anyone to knowingly alter, destroy, mutilate, conceal, cover up, falsify, or make a false entry in any record with the intent to impede, obstruct, or influence the investigation or proper administration of any matter within the jurisdiction of a federal department or agency or any bankruptcy case (See Section 1519 of Title 18 of the United States Code). The same penalty applies to anyone who alters, destroys, mutilates, or conceals a record, or attempts to do so, with the intent to impair the object's integrity or availability for use in an official proceeding, regardless of whether such proceeding is pending or about to be instituted at the time of the offense (See Section 1512 of Title 18 of the United States Code).

### **Implementation of Policy**

It is the responsibility of each Grand County Wildfire Council Board of Directors (employees if there are any) to maintain and destroy the records that he or she originates, or otherwise receives, in accordance with this Records Retention Policy (and any procedures adopted by Grand County Wildfire Council and/or the Records Management Officer). Board members/employees need not maintain a copy of a record when the original or an official copy is maintained elsewhere.

### **Record Defined**

A "record" is any recorded information in any format (including without limitation paper, electronic and audiovisual materials), wherever such information is stored, that has been created by or for Grand County Wildfire Council, or received by Grand County Wildfire Council in connection with the transaction of the organization's business. Informal materials of transitory utility (e.g., temporary notes of internal meetings, casual or personal email, etc.) shall not be considered "records" for purposes of this Records Retention

# GRAND COUNTY WILDFIRE COUNCIL DOCUMENT RETENTION POLICY

Policy.

## **Records Management Officer**

The Secretary of Grand County Wildfire Council' shall also serve as the Records Management Officer. If an employee is hired, the Board of Directors may decide by majority vote to change the designation of Records Management Officer from the Secretary to the board member/employee. To ensure compliance with this Records Retention Policy, the Records Management Officer is responsible for overseeing the implementation of, and compliance with, this Records Retention Policy.

## **Retention of Records**

### *A. Retention Schedule.*

The Retention Schedule, attached to this Records Retention Policy as Appendix A, lists the time period during which specific types of records shall not be destroyed. In the event a record is not listed on the Retention Schedule, contact the Records Management Officer to determine the appropriate retention period for such record.

### *B. Disposition of Records; Retention Beyond Applicable Retention Schedule Period*

Board Members/employees shall dispose of all records following the expiration of the applicable retention period in accordance with this Records Retention Policy, unless (i) the Records Management Officer determines that a record must be retained for a longer period to comply with legal or other requirements or (ii) the board member/employee who originates or receives the record or the Records Management Officer determines that retention of the record for a longer period otherwise serves a reasonable business purpose. The Records Management Officer shall promptly communicate to board members/employees the decision to suspend or extend an applicable retention period for Grand County Wildfire Council' records (see below).

## **Suspension of Destruction of Records**

If a lawsuit, claim or other legal proceeding, or government investigation or government inquiry (a "Matter") is pending or threatened against Grand County Wildfire Council, the Records Management Officer shall suspend any scheduled disposal of relevant documents and promptly notify board members/employees of such suspension.

Records with potential relevance to a Matter (whether pending or threatened) must not be destroyed—in accordance with the attached Retention Schedule or otherwise—unless the Records Management Officer, on advice of legal counsel, has authorized such destruction.

Board members/employees who become aware of a Matter (whether pending or threatened) against Grand County Wildfire Council shall promptly notify the Records Management Officer so that Grand County Wildfire Council can ensure the preservation of all records relating to such Matter in accordance

# GRAND COUNTY WILDFIRE COUNCIL DOCUMENT RETENTION POLICY

with this section.

Board members/employees must consult with the Records Management Officer (who shall consult with legal counsel for Grand County Wildfire Council) before disposing of records that may be needed in connection with a Matter (whether pending or threatened). Grand County Wildfire Council shall take reasonable steps actively to preserve evidence and maintain any documents or information that may be discoverable in connection with such Matter.

In the event of the occurrence of a Matter (whether pending or threatened), the definition of the term "record" may be expanded to include even transitory documents that refer or relate in some way to such Matter, and board member/employees may be asked to preserve such records.

This Section supersedes the timing of records destruction pursuant to the Retention Schedule. On conclusion of the Matter, general applicability of the Retention Schedule shall resume only after the Records Management Officer, on advice of legal counsel, has authorized such resumption.

In witness whereof, the undersigned has hereunto signed as of the date herein shown below.

Moved by:

Seconded by:

Vote:

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President

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Secretary

Date: \_\_\_\_\_

# GRAND COUNTY WILDFIRE COUNCIL

## DOCUMENT RETENTION POLICY

### APPENDIX A: RETENTION SCHEDULE

Record Category	Record Type	Minimum Retention Requirement
I. CORPORATE/ORGANIZING DOCUMENTS	A. Organizational: <ul style="list-style-type: none"> <li>• Bylaws (including all amendments)</li> <li>• Corporate Charter (including all amendments)</li> <li>• Corporate Seal</li> <li>• Qualifications to do Business</li> <li>• State Licenses and Registrations</li> <li>• Taxpayer Identification Number</li> </ul>	Permanent
	B. Board of Directors: <ul style="list-style-type: none"> <li>• Agendas</li> <li>• Audit Reports (internal)</li> <li>• Board Books</li> <li>• Board Presentations</li> <li>• Board Resolutions/Minutes</li> <li>• Committee Charters</li> <li>• Committee Resolutions/Minutes</li> <li>• Committee Reports</li> <li>• Conflict of Interest and other Board Policies</li> </ul>	Permanent
	<ul style="list-style-type: none"> <li>• Compensation Consultant Reports/ Compensation Studies Relating to Compensation of Directors, Officers and Key Board member/employees</li> <li>• Conflict of Interest Disclosure Forms</li> <li>• Correspondence with Directors</li> <li>• Determinations Relating to Compensation of Directors, Officers and Key Board member/employees</li> <li>• Determinations Relating to Transactions with Related Parties</li> <li>• Investment Reports/Briefings</li> </ul>	Seven Years
	C. Tax-Exemption: <ul style="list-style-type: none"> <li>• Application for Tax Exemption (including all related correspondence with IRS)</li> <li>• IRS Determination Letter</li> <li>• Post-Determination Letter Correspondence with IRS Regarding Tax-Exempt Status</li> <li>• State Tax Exemption (application and related materials)</li> </ul>	Permanent
	D. Tax and Tax Accounting; State Reporting: <ul style="list-style-type: none"> <li>• Correspondence with State Tax Authorities</li> </ul>	Permanent
	<ul style="list-style-type: none"> <li>• Federal Tax Returns (Form 990, Form 990-T, etc.)</li> <li>• State Tax Filings</li> <li>• Annual/Periodic State Reports</li> <li>• Backup Tax Workpapers and Related Documentation</li> <li>• Internal Determinations Relating to Income and Excise Tax Liability</li> </ul>	Seven Years

# GRAND COUNTY WILDFIRE COUNCIL DOCUMENT RETENTION POLICY

## APPENDIX A: RETENTION SCHEDULE

Record Category	Record Type	Minimum Retention Requirement
I. CORPORATE/ORGANIZING DOCUMENTS	E. IRS Audit-Related Materials: <ul style="list-style-type: none"> <li>Closing Agreements</li> <li>Revenue Agent Reports</li> </ul>	Permanent
	<ul style="list-style-type: none"> <li>IDRs and Responses thereto</li> </ul>	Seven Years
II. GENERAL RECORDS	<ul style="list-style-type: none"> <li>Annual Reports</li> </ul>	Permanent
	<ul style="list-style-type: none"> <li>Correspondence and Letters</li> <li>Documentation of Exempt Function Activities</li> <li>Press Releases</li> <li>Promotional and Sponsorship Materials</li> </ul>	Seven Years
III. GRANTS/ DONATIONS/ AWARDS	A. Grant Proposals: <ul style="list-style-type: none"> <li>Awarded Grants</li> </ul>	Seven Years (from date of final grant report)
	<ul style="list-style-type: none"> <li>Rejected Grants</li> </ul>	One Year (from date of rejection)
	B. Grant Award Letters/Agreements (including all exhibits)	Seven Years (from date of final grant report)
	C. Grant Rejection Letters	One Year (from date of rejection)
	D. Grant Reports	Seven Years (from date of final grant report)
IV. ADMINISTRATION	A. General: <ul style="list-style-type: none"> <li>Insurance Policies</li> </ul>	Permanent
	<ul style="list-style-type: none"> <li>Building &amp; Equipment Leases and Related Agreements</li> </ul>	Seven Years (after termination of lease)
	B. Policies and Procedures: <ul style="list-style-type: none"> <li>Accounting</li> <li>Internal Controls</li> <li>Personnel Policies</li> <li>Other Related Materials</li> </ul>	Seven Years (from expiration or termination of policy)
	C. Procurement: <ul style="list-style-type: none"> <li>Contracts</li> </ul>	Seven Years (from termination of contract)
	<ul style="list-style-type: none"> <li>Purchase Orders</li> </ul>	Seven Years

# GRAND COUNTY WILDFIRE COUNCIL DOCUMENT RETENTION POLICY

## APPENDIX A: RETENTION SCHEDULE

Record Category	Record Type	Minimum Retention Requirement
IV. ADMINISTRATION	C. Procurement: • Contracts	Seven Years (from termination of contract)
	• Purchase Orders	Seven Years
V. BENEFIT AND RETIREMENT PLANS	<ul style="list-style-type: none"> <li>• Board member/employee Benefit Plan Documents – Plan Documents, Summary Plan Descriptions, Superseded Plan Documents and Summary Plan Descriptions, Notices, IRS Letter of Determination, Insurance Contracts, and Third Party Administrator Contracts (including medical, dental, life, and disability plans)</li> <li>• Board member/employee Benefit Files – Benefit Information Filed by Board member/employee Name (including benefit statements, benefit elections, beneficiary designations, annuity contracts, benefit calculations, and compensation and service histories)</li> <li>• Minutes –Board member/employee Benefit Plans’ Board of Directors Meetings (including investment committee meetings, etc.)</li> <li>• Board member/employee Benefit Plans’ Board of Directors Reports – monthly financial statements</li> <li>• Investment Reports (summary)</li> <li>• Outside Investment Managers (contracts and investment performance reports)</li> </ul>	Permanent
	• Monthly Premium Bills and Census	Seven Years
	• Qualified Domestic Relations Orders	Six Years (from the date participant or beneficiary no longer has an accrued benefit under the plan)
	• Summary Annual Reports	Six Years (from the date participant/alternate payee no longer has an accrued benefit under the plan)
	• Claims Files	Six Years (from the date the approved or denied claim is final)
	• Plans’ Annual Reports on Form 5500 (and all supporting documents)	Six Years (from the date the Form is filed)

# GRAND COUNTY WILDFIRE COUNCIL DOCUMENT RETENTION POLICY

## APPENDIX A: RETENTION SCHEDULE

Record Category	Record Type	Minimum Retention Requirement
V. BENEFIT AND RETIREMENT PLANS	• Plans' Annual Financial Statements	Six Years (from the end of the year to which the audit applies)
	• Plan Testing Records – Discrimination Tests	Six Years (from the end of the year in which the testing records are used)
	• Investment Records (detail)	Six Years (from the date of the transaction)
	• Tax Deduction Records (records sufficient to justify employer deductions for plan contributions)	Six Years (from later of date of filing or payment of tax)
	• Payroll Records	Six Years (after the later of return due date or date tax is paid)
VI. FINANCE	A. General Accounting • Audited Financial Statements • Auditors Reports; Management Letters • General Ledger (one copy for each calendar year)	Permanent
	• Accounts Payable Ledgers and Schedules • Accounts Receivable Ledgers and Schedules • Accruals • Budgets; Related Reports • Cash Receipts and Disbursements • Board member/employee Benefits Paid • Expense Reports • Fees and Commitments • Investment Account Statements • Journal Entries • Notes Receivable Ledgers and Schedules • Other Financial Reports • Payment Files • Payroll Records (including computer service company records) • Petty Cash Vouchers • Prepaid Items • Reconciliations • Time Sheets/Leave Reports • Travel Vouchers • Wire Transfers • Year End Adjusting Entries • Year End Trial Balances	Seven Years

# GRAND COUNTY WILDFIRE COUNCIL

## DOCUMENT RETENTION POLICY

### APPENDIX A: RETENTION SCHEDULE

Record Category	Record Type	Minimum Retention Requirement
VI. FINANCE	<ul style="list-style-type: none"> <li>• Capital Assets Schedule</li> <li>• Depreciation Schedules</li> </ul>	Seven Years (after item is fully depreciated)
	B. Banking and Related Materials <ul style="list-style-type: none"> <li>• Bank Statements</li> <li>• Canceled Checks</li> <li>• Cash Receipts</li> <li>• Chart of Accounts</li> <li>• Check Register</li> <li>• Check Requests and Expense Reports</li> <li>• Checks and Check Stubs</li> <li>• Delegation of Authority</li> <li>• Deposit Slips</li> <li>• Interest Statements</li> </ul>	Seven Years
	C. Tax-Related Material <ul style="list-style-type: none"> <li>• Cost or other Proof of Substantiation for Tax Basis of Property</li> <li>• IRS Forms 940, 941, 945, 1096, 1099, W-2 &amp; W-3 &amp; Other Employment Tax Forms</li> </ul>	Seven Years
	D. Interim Financial Information Interim financial information having a relatively short useful life may be generated and circulated. Such information should be retained only so long as it is actively being used. Once superseded, or once the information is incorporated into a quarterly or yearly report, most interim summaries and reports have no further value. Consequently, interim reports and similar items containing information within the categories outlined above generally do not need to be retained if they are superseded or their data is incorporated into a more comprehensive report. Please check with the Records Management Officer before disposing of such materials.	Check with Records Management Officer
VII. PERSONNEL RECORDS	A. Personnel Files: <ul style="list-style-type: none"> <li>• Official Personnel Files of Active Board member/employees</li> </ul>	Retained During Active Employment
	<ul style="list-style-type: none"> <li>• Information Relating to Charges or Complaints of Discrimination (pending or reasonably foreseeable)</li> </ul>	Retained Until Final Disposition of All Legal Proceedings Relating Thereto
	<ul style="list-style-type: none"> <li>• Records Used to Compile EEO-1 or Similar Reports</li> </ul>	Six Years (from date of report)

# GRAND COUNTY WILDFIRE COUNCIL

## DOCUMENT RETENTION POLICY

### APPENDIX A: RETENTION SCHEDULE

Record Category	Record Type	Minimum Retention Requirement
VII. PERSONNEL RECORDS	<ul style="list-style-type: none"> <li>Official Personnel Files of Inactive Board member/employees (Including staff employment agreements and annual evaluations; security clearance information)</li> </ul>	Six Years (after employment period ends except as otherwise indicated in this section and as applicable for benefits-related records above)
	<ul style="list-style-type: none"> <li>Personnel Records—other (Personnel records relating to recruitment and hiring (including records pertaining to a decision not to hire particular individuals, job orders submitted to employment agencies for recruitment; and advertisements or notices relating to job openings); employment terminations and resignations; and other personnel actions)</li> </ul>	Six Years (from the date of the personnel action)
	<ul style="list-style-type: none"> <li>Immigration and Nationality Documents (I-9 Forms)</li> </ul>	Six Years (from hire date or one year after termination, whichever is later)
	<p>B. Wage and Hour (Payroll) Records</p> <ul style="list-style-type: none"> <li>Staff Salary Summaries</li> <li>Payroll Records including: name, board member/employee identification number, home address, date of birth, gender, occupation, time of day and day of week on which board member/employee’s work week begins, total wages for each pay period, and date of payment</li> <li>For Non-Exempt Board member/employees: records reflecting regular hourly rate of pay; amount/nature of any payment excluded from the board member/employee’s “regular rate” of pay; hours worked each workday, total hours worked each work week; straight-time earnings, overtime pay, any additions/deductions to wages; schedule of hours normally worked</li> <li>For Exempt Board member/employees: records providing detailed explanation of basis on which wages are paid to permit calculation for each pay period of the board member/employee’s total remuneration for employment, including fringe benefits</li> </ul>	Three Years
	<p>C. Medical Records</p> <ul style="list-style-type: none"> <li>Material Related to Claims under Workers Compensation Laws</li> <li>Material Related to Claims under State/District Disability Laws</li> </ul>	Seven Years (after completion)

# GRAND COUNTY WILDFIRE COUNCIL DOCUMENT RETENTION POLICY

## APPENDIX A: RETENTION SCHEDULE

Record Category	Record Type	Minimum Retention Requirement
VII. PERSONNEL RECORDS	<ul style="list-style-type: none"> <li>• Family and Medical Leave Act Leave Request (Forms, Medical Certifications, Correspondence and Related Documentation)</li> <li>• Material Evidencing Compliance with Occupational Safety and Health Administration Requirements</li> </ul>	Six Years
	<ul style="list-style-type: none"> <li>• Accommodation Requests and Related Documentation Generated in Compliance with the Americans With Disabilities Act</li> </ul>	Six Years (from date record was made or from date of personnel action, whichever is later. If accommodation ongoing, maintain records through period of employment and thereafter as noted above)
VIII. LEGAL	<ul style="list-style-type: none"> <li>• Property Records</li> <li>• Property Appraisals</li> <li>• Documents Related to the Acquisition and Sale of Real Property</li> <li>• Records of Efforts not to Infringe any Patent, Trademark, Copyright, or Trade Secret</li> <li>• Confidentiality and Nondisclosure Agreements</li> <li>• Copyright Registrations</li> <li>• Copyright Permissions for Use of Others' Copyrighted Material</li> </ul>	Permanent
	<ul style="list-style-type: none"> <li>• Regulatory Affairs</li> </ul>	Seven Years
	<ul style="list-style-type: none"> <li>• Contracts/Agreements (unless specifically addressed elsewhere in this policy)</li> <li>• Deeds/Titles: Certification Letters</li> <li>• Licenses</li> </ul>	Seven Years (after date of expiration)
	<ul style="list-style-type: none"> <li>• Litigation</li> </ul>	Seven Years (after final decision)
	<ul style="list-style-type: none"> <li>• Computer Software Licenses</li> </ul>	Seven Years (after use of software)