



# Bylaws for EPIC MINISTRY

*A nonprofit corporation in the State of Hawaii*

## ARTICLE I

### NAME, MISSION, AND PURPOSE

#### **1.01 Name**

The official name of this nonprofit organization shall be EPIC Ministry. "EPIC" is an acronym for "Ever Present In Christ".

#### **1.02 Mission**

The mission of EPIC Ministry is: "To empower young adults to follow Christ by spiritual, social, and service paths."

#### **1.03 Purpose**

EPIC Ministry exists as a peer ministry of young adults, ages 18-39, with a deep desire to know, love, and serve the Lord. In the midst of an ever-changing and ever-evolving generation, EPIC Ministry stands to be a constant in the communal faith life of any young adult in search of a Catholic peer community. We support each other in faith, promote and uphold the teachings of the holy Catholic Church, and provide opportunities to actively live out our call as disciples of Jesus Christ in our daily lives.

#### **1.04 Goals**

Using the pastoral plan, *Sons and Daughters of the Light*, as a guideline, EPIC Ministry's goals are:

- To connect young adults to Jesus Christ
- To connect young adults to His Church
- To connect young adults to the mission of the Church in the world, and
- To connect young adults to each other in a peer community



## **1.05 Logo**

The EPIC Ministry logo is a cross with extended highlighted teal beams as well as rays at its corners. The name “EPIC Ministry” may or may not be included in the bottom-right corner of the cross.

## **ARTICLE II POWERS AND LIMITATIONS**

### **2.01 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, especially within the Roman Catholic Church. 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.

### **2.02 Nonprofit Status and Exempt Activities Limitation**

**(a) Non Profit Legal Status.** EPIC Ministry is a Hawaii nonprofit 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 the net earnings of the corporation shall inure to 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 purposes set forth in the Articles of Incorporation and these Bylaws. In addition, the corporation is to avoid completely all political activity (e.g., endorsement of specific candidates) and is to abide by federal law with regard to lobbying activities, the avoidance of benefits to insiders, and the transmission of funds to foreign organizations.

**(c) Distribution Upon Dissolution.** Upon termination or dissolution of EPIC Ministry, any assets lawfully available for distribution shall be distributed to the Roman Catholic Church in the State of Hawaii for the benefit of young adult ministry in the Diocese of Honolulu.



## **ARTICLE III**

### **MEMBERSHIP**

#### **3.01 General Membership**

Membership of EPIC Ministry is generally open to any young adult between the ages of 18-39 years old, though some exceptions for those older than 39 may be made on a case-by-case basis by the Executive Director. Membership is not open to anyone under the age of 18 years old. EPIC Ministry encourages any Catholic young adult to participate in its activities, although being Catholic is not required. General Membership comprises of those who are currently on the EPIC Ministry contact list and includes both active and inactive members.

#### **3.02 Active Membership**

Active Membership in EPIC Ministry is defined as one who meets at least one (1) of the following two (2) criteria in any consecutive six-month period:

- Participation in at least two Faith Sharing nights or EPIC-sponsored events per month in addition to meeting a basic stewardship goal of donating \$10 per month to EPIC Ministry.
- Meeting an active stewardship goal of donating \$20 per month to EPIC Ministry.

An intent to be an Active Member must be declared by completing an enrollment form. Participation at EPIC-sponsored events is not limited to any particular Chapter of EPIC Ministry.

Those who do not meet the criteria set above are subject to a change in status to General Membership and may be asked to renew their intent to be an Active Member by completing a new enrollment form.

Pastors of parishes within the EPIC Ministry Chapters and any appointed Spiritual Directors are *ex officio* Active Members of EPIC Ministry and are not subject to the criteria set above.

#### **3.03 Membership Status**

Membership status will be monitored by each respective Chapter on a regular basis, but EPIC Ministry is not obligated to notify its members of any change in status to their individual General and/or Active Membership unless specifically requested in writing by the member to the EPIC Ministry Chapter Coordinator.



## **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### **4.01 Number of Directors**

EPIC Ministry shall have a Board of Directors of not less than seven (7) directors. However, the Board may increase or decrease the number of directors serving on the board through a simple majority vote so long as a definitive time period for such a change is stipulated.

#### **4.02 Powers**

All corporate powers shall be exercised by or under the authority of the Board and the affairs of EPIC Ministry shall be managed under the direction of the Board, except as otherwise provided by law.

#### **4.03 Terms**

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

(b) Director terms shall be staggered so that approximately a third of 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 July 1 and end June 30 of the third year in office, unless the term is extended until such time as a successor has been elected.

#### **4.04 Qualifications and Elections of Directors**

Members of the Board of Directors will nominate and elect individuals to fill any vacancies within the Board. The Board may establish a Selection Committee to choose possible nominees to the Board if it so wishes. In order to be elected to serve on the Board of Directors, nominated individuals must accept their nomination and be confirmed by a majority vote at an official meeting of the Board. The election of directors to replace those who have fulfilled their term of office shall take place in May or June of each year.

#### **4.05 Vacancies**

The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death or removal of a director, or may appoint new directors to fill a previously unfilled Board position, subject to the maximum number of directors under these Bylaws.



(a) Unexpected Vacancies. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the remainder of the term of the director being replaced.

#### **4.06 Removal of Directors**

A director may be removed by two-thirds vote of the full Board of Directors then in office, if:

(a) the director is absent and unexcused from two or more meetings of the Board of directors in a twelve-month period. The Board president is empowered to excuse directors from attendance for a reason deemed adequate by the Board president. The president shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Board vice president shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made, the director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

#### **4.07 Board of Directors Meetings**

(a) 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 electronic mail or forty-eight (48) hours notice delivered personally or by telephone including by text messaging. If sent by electronic mail, 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.

(b) Special Meetings. Special meetings of the Board may be called by the president, vice president, secretary, treasurer, or any three (3) other directors of the Board of directors. A special meeting must be preceded by at least two (2) days notice to each director of the date, time, and place of the meeting. The purpose of the meeting need not be specified.

#### **4.08 Manner of Acting**

(a) Quorum. Two-thirds of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at the 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 (51%) 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, vice-president, secretary, or treasurer (in order of precedence) 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.

#### **4.09 Compensation for Board Service**

Directors shall receive no compensation for carrying out their duties as directors.

#### **4.10 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 V** **COMMITTEES**

#### **5.01 Committees**

The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees to serve at the pleasure of the board. Committees may be formed for a specific task or objective and dissolved after the completion of the task or achievement of the objective (“ad hoc”), or it may serve indefinitely (“standing”). 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) amend or repeal Bylaws or adopt new Bylaws;
- (c) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- (d) appoint any other committees of the board of directors or the members of these committees;
- (e) expend corporate funds to support a nominee for director; or
- (f) 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.



## **5.02 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 IV 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.

## **5.03 Informal Action By The Board of Directors**

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For 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.

## **5.04 Committee Membership and Terms**

Each committee must consist of at least two directors. The committee chair is a member of the committee who is appointed to that position by the board President. Non-directors may also serve on committees with the approval of the board President. The term of each committee member shall end on June 30 regardless of start day. Terms may be restricted or renewed as determined by the Board. The board President serves as an *ex officio* member of every committee.

# **ARTICLE VI**

## **OFFICERS**

### **6.01 Board Officers**

The officers of the corporation shall be a Board President (Chair), Vice President, Secretary, and Treasurer, all of whom shall be elected by, and serve at the pleasure of, the Board of Directors. Each Board 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 vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have authority and shall perform such duties as the Board of directors may determine. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required.

#### **6.02 Term of Office**

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the Board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each Board officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

#### **6.03 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.

#### **6.04 President (Chair of the Board)**

The President, also effectively the Chair of the Board, shall be the chief volunteer officer of the corporation and, if present, preside at all meetings of the Board, lead the Board of Directors in performing its duties and responsibilities, act as a liaison between the Board and the Executive Director to help ensure the Board's directives and resolutions are carried out, and exercise and perform such other powers and duties as may be from time to time prescribed by the Board. More specifically, the President shall be responsible for:

- (a) Leading the Board and Executive Team to carry out its governance functions;
- (b) Ensuring the Board has approved policies to help ensure sound and compliant governance and management of the organization;
- (c) Partnering with the Executive Director to lead the development and refinement of impact metrics;
- (d) Assessing the performance of the Board and its committees;



- (e) Appointing the chair of each committee;
- (f) Assuring ongoing recruitment, development, and contributions of Board members;
- (g) Partnering with the Executive Director to help ensure the Board's directives, policies, and resolutions are carried out;
- (h) Coordinating an annual performance review of the Executive Director;
- (i) Setting priorities and creating agendas for meetings of the Board;
- (j) Presiding over meetings of the Board; and,
- (k) Serving as an ambassador of the organization and advocating its mission to internal and external stakeholders.

#### **6.05 Vice President**

In the absence or disability of the Board president, the ranking vice-president or vice-president designated by the Board of Directors shall perform the duties of the Board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the Board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the Board of directors or the Board president.

#### **6.06 Secretary**

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held, the directors who were present and absent, 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 Board 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.

#### **6.07 Treasurer**

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation and serves as the chairperson of the Finance and Budget Committee. The treasurer shall oversee and keep the Board informed of the financial condition of the corporation and of audit or financial review results. 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 Board 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 treasure.

### **6.08 Non-Director Officers**

The Board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

## **ARTICLE VII** **EXECUTIVE DIRECTOR**

### **7.01 Appointment, Powers and Duties**

The Board of Directors may appoint a person to exercise all of the powers and perform all of the duties set forth in this Article and shall designate such person so appointed as the Executive Director of EPIC Ministry. The Executive Director cannot also be a member of the Board of Directors, except on a case-by-case basis for special circumstances as determined by the Board and approved through an affirmative majority vote at an official meeting of the Board of Directors. Unless the Board of Directors otherwise provides, the Executive Director shall be the chief executive officer of the Corporation and shall have such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation, including carrying into effect all directions and resolutions of the Board of Directors. The Executive Director may execute any contracts requiring a seal, under the seal of the Corporation, may cause the seal to be affixed thereto, and may execute all other contracts and instruments for and in the name of the Corporation, except for loans, as detailed in Article 9.04. The Executive Director shall direct the day-to-day affairs of the Corporation including supervising all employees of the Corporation, reporting to the Board of Directors any violation of the rules and regulations (if any), collecting any charges or fees, and keeping records in the form prescribed from time to time by the Board of Directors and reporting thereon whenever so requested by the Board of Directors. The Executive Director shall be directly responsible to the Board of Directors and shall report directly to the Board of Directors.

### **7.02 Compensation**

The Board of Directors shall determine any salary, benefits, and other forms of compensation for the Executive Director. The compensation must be in compliance with all applicable State and Federal rules and laws regarding nonprofit corporations.



### **7.03 Budgets and Reports**

The Executive Director, in conjunction with the corporate Treasurer, shall cause to be prepared and shall submit to the Board of Directors for its approval an annual budget and all supplements thereto for each fiscal year. The Executive Director shall submit to the Board of Directors at its quarterly meeting a report summarizing the operations and affairs of the Corporation and its activities during the preceding year and setting forth the plans, programs or projects for future development, with such suggestions and recommendations as such officer shall deem appropriate. The Executive Director shall also make such reports to the Board of Directors as may be appropriate, or which may be required by these Bylaws, or by the Board of Directors.

### **7.04 Agents and Employees**

The Executive Director shall have the power to employ, remove and suspend all agents and employees not elected or appointed by the Board of Directors, to determine the duties and responsibilities of such persons including the establishment of an executive team to assist in the overall management of the organization, to create such titles for such persons as such officer may deem desirable to enable them to execute their duties and responsibilities, and to fix and change the compensation of such persons.

### **7.05 Participation at Board and Committee Meetings**

The Executive Director may be invited to participate in any meeting of the Board of Directors and any committee thereof, whether or not a member thereof; provided, however, that the Executive Director shall not be entitled to vote at, and shall not be counted for purposes of determining whether a quorum is present, unless the Executive Director is a voting member (director) as stipulated in Article 7.01.

### **7.06 Further Duties and Authority**

The Executive Director shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or the rules and regulations (if any) or from time to time by the Board of Directors.

### **7.07 Absence**

In the event of the death or during the absence, incapacity, or inability or refusal to act of the Executive Director, the Board of Directors shall designate some other person to exercise, and in the absence of such designation, the President may exercise all of the powers and perform all of the duties of the Executive Director.



**ARTICLE VIII**  
**CHAPTERS, PASTORS, AND SPIRITUAL DIRECTORS**

**8.01 Chapters**

The formation, dissolution, and organization of Chapters of EPIC Ministry shall adhere to the policies as stated in the *Statutes of Organization of Chapters of EPIC Ministry*.

**8.02 Pastors**

Pastors of the parishes of any EPIC Ministry Chapter have the expressed right to endorse or oppose any activities of EPIC Ministry within their parishes as detailed in the *Statutes of Organization of Chapters of EPIC Ministry*.

**8.03 Spiritual Directors**

The Board of Directors may appoint Spiritual Directors for the overall organization who function as spiritual advisers for specific groups or purposes within EPIC Ministry. Overall Spiritual Director(s) for EPIC Ministry may also be appointed by the Board of Directors. Additionally, any overall Spiritual Director who is a priest must be confirmed by the bishop in accordance with Canon 324§2 of the *Code of Canon Law*.

**ARTICLE IX**  
**CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

**9.01 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 Executive Director and/or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

**9.02 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 the Executive Director and/or other 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.



### **9.03 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.

### **9.04 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.

### **9.05 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, such as the Executive Director, consistent with Hawaii 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 X** **MISCELLANEOUS**

### **10.01 Books and Records**

The corporation 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. The Executive Director shall be responsible to keep correct and complete books and records of account. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

### **10.02 Fiscal Year**

The fiscal year of the corporation shall be from July 1 to June 30 of each year.

### **10.03 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.

### **10.04 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, 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;

(b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds ( $\frac{2}{3}$ ) vote of a quorum of directors at a Board meeting;

(c) that all amendments be consistent with the Articles of Incorporation; and,

(d) that all amendments remain faithful to the corporation's purpose, mission, and adherence to the Roman Catholic Church as detailed in Articles I and XIV of these Bylaws.



## **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 EPIC Ministry's 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, EPIC Ministry 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. EPIC Ministry 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 EPIC Ministry 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) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) 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.

(e) 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.

(f) 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.

(g) 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.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

(i) derives independent economic value from the secrecy of the information; and

(ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.



(i) 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.

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

(k) 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.

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

(m) 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 disk 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**

**12.01 Purpose**

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

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

The details of this policy are as follow:



## **12.02 Financial and IRS documents (The form 1023 and the form 990)**

EPIC Ministry 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.

## **12.03 Means and Conditions of Disclosure**

EPIC Ministry shall make "Widely Available" the aforementioned documents on its internet website: EPIC Ministry to be viewed and inspected by the general public.

- (a) 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).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) EPIC Ministry 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).
- (d) EPIC Ministry shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

## **12.04 IRS Annual Information Returns (Form 990)**

EPIC Ministry, through its Executive Director, 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 and/or email at least ten (10) days before the Form 990 is filed with the IRS.

## **12.05 Board**

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.



### **12.06 Staff Records**

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the board when requested.

### **12.07 Donor Records**

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) 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;
- (d) donor records shall be made available to the board when requested.

## **ARTICLE XIII**

### **CODE OF ETHICS AND WHISTLEBLOWER POLICY**

#### **13.01 Purpose**

EPIC Ministry 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 EPIC Ministry 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 EPIC Ministry 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 EPIC Ministry and provides the EPIC Ministry 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.

EPIC Ministry 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 EPIC Ministry or of another individual or entity with whom EPIC Ministry 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.

EPIC Ministry 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 EPIC Ministry 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**  
**STATEMENTS OF ADHERENCE TO THE ROMAN CATHOLIC CHURCH**

**14.01 Operation as a Catholic Organization**

EPIC Ministry shall operate as a nonprofit organization that is faithful to the teachings of the Catholic Church in union with the Bishop of Rome and his successors. Furthermore, EPIC Ministry will adhere to Catholic Church teachings and practices as determined by the Bishop of Honolulu. EPIC Ministry is a private association of the faithful and a private juridic person in accordance with Canons 321-326 of the *Code of Canon Law*.

**14.02 Reserved Power of the Bishop**

As a Roman Catholic organization in the Diocese of Honolulu, the Bishop of Honolulu has explicit reserved power to associate or disassociate EPIC Ministry as a Diocesan Catholic Organization that is civilly incorporated. The Bishop of Honolulu also has the power to veto any decisions, activities or initiatives of EPIC Ministry as well as add and remove board members (subject to Article 4.01 with regard to the number of directors), officers, spiritual directors, executive directors, Executive Team members, Core Team members, and/or any other leadership personnel. EPIC Ministry must obtain the approval by the bishop of these bylaws and its amendments as canonical statutes in accordance with Canon 304 of the *Code of Canon Law*.

**ARTICLE XV**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

**15.01 Amendment**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds ( $\frac{2}{3}$ ) of the Board of Directors.

**CERTIFICATION OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of EPIC Ministry were approved by the EPIC Ministry Board of Directors on July 12, 2018, and constitute a complete copy of the Bylaws of the corporation.

Secretary \_\_\_\_\_ Date \_\_\_\_\_