

BYLAWS OF THE
**ACADEMY OF FLORIDA ELDER LAW ATTORNEYS
(AFELA)**

A Chapter of the National Academy of Elder Law Attorneys, Inc.

ARTICLE I.

Name, Territorial Limits, and Principal Office

- Section A. This organization shall be known as the Academy of Florida Elder Law Attorneys (AFELA). It is a member chapter of the National Academy of Elder Law Attorneys, Inc. (NAELA).
- Section B. The territorial limits of AFELA shall be confined to the State of Florida. This territory shall be changed with a majority vote of the AFELA Board of Directors and permission of the Board of Directors of NAELA.
- Section C. The principal office of the organization shall be located in Tallahassee, Florida, at an address to be designated by the Board of Directors. The organization may also have offices at such other place or places within the State of Florida as the Board of Directors may from time to time determine or the business of the organization may require.

ARTICLE II.

Objectives and Nature of Activities

- Section A. The objectives of AFELA shall be to:
1. Provide training and education to its members and potential members;
 2. Educate the public;
 3. Advocate for elder issues and legislative efforts;
 4. Encourage involvement in AFELA; and
 5. Promote networking among AFELA members.

Section B. Without limiting the generality of the foregoing objectives or the character of the affairs to be conducted by AFELA in the future, AFELA shall:

1. Hold periodic meetings of members to discuss and exchange information about current issues and developments in the law and law practices affecting the elderly population;
2. Develop and present information to professionals, the general public and policy makers in state and local governments to education and inform them of issues and developments in the law and law practices affecting the elderly population through seminars, written materials, news and public service reports, testimony before private organizations and public governmental bodies;
3. Do everything necessary or incidental to the protection and benefit of AFELA ; and
4. Carry on any lawful business and do everything necessary to accomplish the objectives herein enumerated to the extent authorized and permitted by law.

ARTICLE III.

Admission, Revocation, and Resignation

Section A. Applicants for membership shall be admitted to membership under the following procedure: An application for membership, signed by the applicant attesting to the accuracy of the information presented, shall be submitted to NAELA indicating desired membership in AFELA. The application will be accepted based on NAELA's criteria for membership and upon the applicant's remission of the appropriate dues and fees.

Section B. Membership in AFELA shall automatically cease when:

1. A membership has been revoked by NAELA's Board of Directors;
2. A member ceases to meet NAELA's membership criteria;
3. A member fails to pay dues; or
4. A member's license to practice law is suspended or revoked.

Section C. Any member may resign from AFELA provided indebtedness, if any, owed to AFELA by the resigning member has been paid. The resignation shall be submitted in writing to AFELA's and NAELA's principal office.

Section D. Any member whose membership in NAELA and AFELA has been terminated for whatever reason shall forfeit all right to use the name, emblem or other insignia of

NAELA and AFELA.

ARTICLE IV.
Officers

- Section A. The officers of AFELA shall be the President, President-Elect, Immediate Past President, Secretary and Treasurer.
- Section B. Each officer shall be a member in good standing of NAELA and AFELA.
- Section C. All officers shall take office on the first day of January of each year following their election at the annual membership meeting. The officers shall serve for a term of one year, or until their successors shall be duly elected and qualified.
- Section D. The duties of the officers shall be as follows:
1. The President shall be the executive officer of AFELA and shall preside over all meetings of AFELA and of the Board of Directors. The President shall appoint and be an ex officio member of all Standing and Special Committees and shall serve as the chief liaison to NAELA. S/he shall perform such other duties as usually pertain to the office of President.
 2. The President-Elect, in the absence of the President, shall preside at all meetings and shall perform such other duties as may be assigned by the President or the Board of Directors. It shall be the primary responsibility of the President-Elect, with the advice of the Board of Directors, to anticipate the duties of the President during the forthcoming year and to prepare for submission to the Board of Directors, no later than fifteen (15) days after ascension to the office of President, committee appointments.
 3. The Immediate Past President shall serve as the Chair of the Nominating Committee and shall perform such other duties as may be assigned by the President or the Board of Directors.

4. The Secretary shall be responsible for keeping the records of membership, attendance, membership dues and minutes of all meetings of AFELA. The Secretary shall submit to the proper officers and committees all communications received from NAELA. The Secretary shall submit all official reports required by NAELA or other entities. Additionally, the Secretary shall be responsible for maintaining a roster of the directors and their respective terms of office.
5. The Treasurer shall account for all funds paid to AFELA and shall sign or countersign all checks over \$500. The Treasurer shall direct the Executive Director to have accounts and books of AFELA open to inspection by the President, the Board of Directors or any auditor appointed by the Board of Directors at all times. The Treasurer or Executive Director shall prepare a financial statement and the Treasurer shall report at each meeting of the Board of Directors and the members. The Treasurer shall also be responsible for the completion and submission of any and all financial reports and forms required by NAELA, AFELA or the State of Florida, as well as presenting an annual budget to the Board of Directors for approval.

ARTICLE V.
Executive Director

An Executive Director shall be hired from time to time by the Board of Directors. The Board of Directors shall set the compensation, authority and duties of the Executive Director. The Executive Director shall have no vote.

ARTICLE VI.
Board of Directors

- Section A. The Board of Directors shall consist of a minimum of six (6) and maximum of twenty one (21) elected directors and the Executive Director. The Executive Director shall serve in an ex officio capacity. The President may appoint other persons to the Board of Directors to serve in an advisory role, without a vote.
- Section B. Each director shall be a member of NAELA and AFELA in good standing. The President shall assign each director to a standing committee.
- Section C. One third of the directors shall be elected annually and shall take office on the first day of January of the year in which their election occurred. The term of office of directors shall be three (3) years.
- Section D. The Board of Directors shall determine the policies and activities of AFELA, elect members, approve the annual budget and set policies for all expenditures. The Board of Directors may employ, or authorize the employment of, paid personnel and fix the terms and conditions of such employment.
- Section E. The Board of Directors shall meet at least twice annually. Additional meetings of the Board of Directors shall be called by the President upon fourteen days' written

notice to the Board of Directors.

- Section F. The Board of Directors may create an Executive Committee composed of the President, the President-Elect, the Immediate Past President, the Secretary and the Treasurer. The Executive Director shall be an ex officio member of the Executive Committee. The duties and responsibilities of the Executive Committee shall be set by the Board of Directors as from time to time may be advisable. The President, or in the absence of the President, the President-Elect, shall have the power to call a meeting of the Executive Committee. Minutes of all actions taken by the Executive Committee shall be reported to the Board of Directors.
- Section G. The construction and interpretation of these bylaws by the Board of Directors shall, in the absence of prior interpretation and subject to subsequent interpretation by the NAELA Board of Directors, be final and binding.
- Section H. Any elected officer or director may, after due and proper hearing before the Board of Directors, be removed from office due to failure or unwillingness or inability to serve, malfeasance, or conduct unbecoming a member. In such a case, a vote of two-thirds (2/3) of the entire Board of Directors shall be necessary to sustain the removal.
- Section I. Any elected officer or director may resign by giving written notice to the President. Such resignation shall take effect at the time or upon the event specified in such written notice, or if none, upon receipt by the President.

ARTICLE VII.

Nominations and Elections

- Section A. The election of Officers and Directors shall be held at the annual meeting of AFELA.
- Section B. The Nominating Committee shall cause a ballot to be prepared containing the names of all nominees for use by members during the election. Nominees selected by the Committee shall be published in the newsletter or a special bulletin and distributed to all members of AFELA at least one (1) month prior to the annual meeting. Nominations from the floor may be presented at the annual meeting provided written notice shall be received by the Secretary of AFELA at least thirty (30) days prior to the annual meeting.
- Section C. Voting shall be by secret ballot and shall not be cumulative. Only members in good standing present at the annual meeting may vote. There shall be no voting by proxy.
- Section D. The nominee for each office, except that of Director, receiving a majority of all votes cast shall be declared elected. In the case of the office of Director, the number of nominees (for the number of directors' seats to be filled in accordance with Article VI, Section C hereof) receiving the highest number of votes shall be declared elected. An additional ballot or ballots shall be taken if necessary to

determine which of two or more nominees receiving an equal number of votes shall be elected.

Section E. In the case of a vacancy in the office of President, the President-Elect shall succeed to the office. In the case of a vacancy in the office of other officers defined in Article IV or a director, such position shall be filled by the Board of Directors upon the recommendation of the Nominating Committee at a regular or special meeting of the Board as soon as possible after such vacancy has occurred.

ARTICLE VIII.
Committees

Section A. There shall be the following standing committees:

- a. Membership
- b. Programming
- c. Finance
- d. Nominating
- e. Public Policy
- f. Advocacy

Section B. The chairs of each standing committee shall serve for a term of one year, commencing on the first day of January. All committee chairs shall be appointed by the President, with the majority approval of the Board of Directors, and shall be subject to removal by the President. Each committee shall be responsible to the President and the Board of Directors and shall make such reports as the President or the Board of Directors may direct.

Section C. Special committees may be appointed by the President, with the majority approval of the Board of Directors, and shall perform such duties as may be directed by the President.

ARTICLE IX.
Duties of Standing Committees

Section A. The Membership Committee shall study and recommend to the Board of Directors ways and means of obtaining membership, meeting standards and requirements prescribed in these bylaws.

Section B. The Programming Committee shall aid in the promotion and development of continuing legal education.

Section C. The Finance Committee shall assist the Treasurer in overseeing the handling of funds.

Section D. The Nominating Committee shall make recommendations to the Board of Directors to fill vacancies on the Board and shall present a slate of officers and directors for election at the annual meeting in accordance with these bylaws. The committee shall solicit, receive and prepare nominations and have general charge

of the election, including the preparation, distribution, collection and counting of the ballots. The Chair of the Nominating Committee shall be the Immediate Past President of AFELA.

- Section E. The Public Policy Committee shall be responsible for identifying public policy issues relevant to the purpose of AFELA, and for organizing efforts to promote the issues so as to effect legislative or other action in furtherance thereof.
- Section F. The Advocacy Committee shall be responsible for writing amicus briefs as appropriate, file lawsuits on specific issues, and maintain a list of expert witnesses on topics of interest to AFELA.

ARTICLE X.
Meetings

- Section A. AFELA shall hold a minimum of two (2) meetings per year on such date and at such place as shall be determined by the Board of Directors.
- Section B. The annual meeting shall be held in conjunction with a regular meeting.
- Section C. The membership of AFELA shall be given two (2) weeks' written notice of the place, date and time of all meetings.
- Section D. At all meetings of the members, a majority of the members present and in good standing shall constitute a quorum.
- Section E. Action may be taken upon a majority vote of those present at any meeting. The National Academy's Resolution Process shall prevail over AFELA's policy statements.
- Section F. At all meetings of the Board of Directors, a majority of the directors then in office, but in no event less than two directors, shall constitute a quorum. At any meeting of the Board of Directors, the vote of a majority of those present shall decide any matter except as otherwise provided by law or these bylaws.
- Section G. Any action required or permitted to be taken without a meeting of the Board of Directors or a committee thereof may be taken without a meeting if a consent in writing, stating the action so taken, is signed by all the Directors and all members of the committee, as the case may be. Action taken under this section is effective when the last Director or committee member signs the consent, unless the consent specifies a different effective date. A consent signed under this section shall have the effect of a meeting vote and maybe described as such in any document.
- Section H. Members of the Board of Directors or a committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone call or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation by such means constitutes presence in person at a meeting.

ARTICLE XI.
National and State Affiliation

- Section A. In recognition of the values of cooperation available to AFELA and its members through its privileges and rights of participation in the government and activities of NAELA, it is hereby declared a policy of AFELA to exercise fully those privileges and rights, and to discharge promptly all lawful obligations imposed upon it by NAELA.
- Section B. The Board of Directors shall provide for the prompt review, approval and forwarding of all reports required or requested by NAELA.
- Section C. The Board of Directors shall provide for the prompt payment of all dues and other indebtedness owed by AFELA to NAELA.

ARTICLE XII.
Revenue

Each member of AFELA shall pay annual dues as set by the Board of Directors of NAELA.

ARTICLE XIII
Finances

- Section A. The fiscal year for AFELA shall begin on the first day of January of each year.
- Section B. Not later than the fifteenth day of March of each year, a budget of estimated income and expenditures for the fiscal year shall be adopted by the Board of Directors.
- Section C. AFELA's accounts shall be reviewed at least once each year. The reviewers may be a group of members or an outside entity so appointed by the Board of Directors.
- Section D. The Board of Directors shall determine the official depository or depositories for AFELA's funds. The Executive Director shall be authorized to sign checks up to but not exceeding \$500. All disbursements in excess of \$500 shall be signed by the Treasurer.
- Section E. Upon dissolution of this chapter, all remaining assets shall be transferred to NAELA.

ARTICLE XIV.
Rules of Order

Robert Rules of Order, Revised shall be the parliamentary authority for all matters of procedure not specifically covered in these Bylaws.

ARTICLE XV.
Indemnification

- Section A. AFELA shall indemnify its Directors and officers, their heirs and legal representatives against expenses reasonably incurred in connection with any action, suit or proceeding to which its Directors or officers may be a party by reason of being or having been a Director or officer of AFELA, except as to matters which the Director or officer shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which AFELA is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled.
- Section B. AFELA shall have the power to make any other indemnification that shall be authorized by law or these bylaws.
- Section C. AFELA may purchase and maintain insurance on behalf of any person who is, or was, a director, officer or employee of AFELA.

ARTICLE XVI.
Approval of Bylaws and Amendments

- Section A. Any amendment of these bylaws, if in conformity with the policy of NAELA, may be adopted by a two-thirds (2/3) vote of the members present at any meeting of AFELA; provided that written notice of the meeting and of the proposed amendment shall have been given to the members at least one month prior to the meeting.
- Section B. Notwithstanding the provisions of Section A hereinabove, these bylaws and any amendments thereto shall be effective only when submitted to and approved by NAELA. True copies of these bylaws and all amendments shall be provided by the Secretary of AFELA to NAELA.

Amended 6/05

SUBJECT:
Conflicts and Confidentiality Policy Statement

For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
3. Payments to the interested officer or director are reasonable and do not exceed fair market value.
4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

I hereby acknowledge that I have received a copy of the conflict of interest policy of **the Academy of Florida Elder Law Attorneys**, have read and understood it, and agree to comply with its terms.

Signature

Date

Approved by the AFELA Board on June 11, 2015

SUBJECT:
Record Retention Policy

It is the responsibility of the Executive Office to store and classify all current and non-current files, correspondence, financial records, etc.

A record retention policy should minimize both the legal risks flowing from hastily drafted or misleading documents and the adverse inferences that may arise from the selective destruction of documents in the absence of such a policy. Moreover, the expense of storing obsolete documents, as well as the cost of retrieving documents in response to business requests, government investigations or litigation, should be reduced.

To minimize these costs and risks, the Academy of Florida Elder Law Attorneys (“the Academy”) has adopted the following record retention policy for the systematic retention and destruction of documents based on statutory or regulatory record-keeping requirements and practical business needs.

It is the intention of this policy that documents be retained only so long as they are (1) necessary to the conduct of the Academy’s business; (2) required to be kept by statute or government regulation; or (3) relevant to pending or foreseeable investigations or litigation. Retention periods are based primarily on current federal record-keeping requirements and state statutes of limitation. Currently relevant documents should be filed systematically and accessibly. Documents that must be maintained permanently can be catalogued and, if possible, reduced to some secure form of electronic record for storage and easy access when needed.

To achieve these objectives, procedures will be established so that documents are filed in the appropriate place, the number of copies is catalogued, and documents are retrieved and destroyed on pre-established "pull" dates. One individual (AFELA Executive Director reporting to an annually designated AFELA Board member) will have overall responsibility for initial implementation and yearly review of compliance with this policy. The program itself will be reviewed periodically to ensure governmental requirements are being met, business needs are satisfied, and changes in hardware and software do not prevent access to stored electronic records.

Professional societies and members can also be subject to criminal penalties under provisions of the Sarbanes-Oxley Act of 2002, which prohibits corruptly tampering with, altering, destroying or concealing records in an effort to prevent their availability for use in an “official proceeding.”

No document, including an electronic document, shall be intentionally altered, covered-up, falsified or destroyed, nor shall any employee or agent of the Academy be directed to do so, to prevent its use in an official proceeding. Upon becoming aware that any document may reasonably be anticipated to be useful in any actual or reasonably predictable official proceeding, staff shall override any document retention policy or procedure that might result in the destruction of or inability to find any such document.

Any attorneys and all other consultants employed or retained by the Academy shall be given a copy of this policy and are hereby instructed to inform the Academy’s management of any documents of potential use in an official proceeding.

The following schedule provides retention periods for the major categories of documents, *both paper and electronic*, for the Academy.

<u>Type of Record</u>	<u>Retention Period (years)</u>
<u>ACCOUNTING</u>	
Auditors' reports	Permanent (hereinafter "P")
Budgets	7
Cancelled checks, generally	6
Chart of accounts	6
Depreciation records	P
Officer, director and staff expense reports	3
Employee/contractor earnings records	3
End of year financial statements	P
Inventory lists	7
Invoices	7
Petty cash vouchers (AFELA has not utilized, and does not currently utilize, petty cash)	3
Subsidiary ledgers (accounts receivable, accounts payable, etc.)	7
<u>CORPORATE</u>	
Annual reports , if applicable	P
Approved Board minutes and records of all actions taken by Board without a meeting	P
Approved executive committee minutes and records of all actions taken by executive committee without a meeting, if applicable	P
Approved minutes of all members'	

meetings and records of all actions taken by members without a meeting	P
Articles of Incorporation	P
Authorizations for expenditures	7
Bylaws(including prior versions)	P
Conflict of Interest files	7
Contracts, generally	Expiration +7
Contracts, sales (UCC)	7
Membership applications	5
Membership ballots	5
Membership names and addresses	Current
Notes (internal AFELA reports, emails, memos, etc.)	3
Policies	P
Whistleblower Policy complaint files	7
Written communications to rejected applicants	5
Written communications to members, 3 general	3
Written communications to members, member discipline	5

CORRESPONDENCE

General, routine	3
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INSURANCE

Accident reports	7
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Insurance policies	P
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INTELLECTUAL PROPERTY

Trademark registrations, copyright registrations, patents P

LEGAL

Claims and litigation files (except drafts) P

TAXES

Exempt status IRS determination letter P

Income tax returns and cancelled checks (federal, state and local) P

Property tax returns P

Sales and use tax returns 4

SOCIETY SPECIFIC RECORDS

Newsletters P

Meeting files 6

Correspondence from allied organizations 3

Approved:

SUBJECT:
Joint Venture Policy

This Joint Venture Policy of the Academy of Florida Elder Law Attorneys (“AFELA”) requires that AFELA evaluate its participation in joint venture arrangements under federal tax law and take steps to safeguard AFELA’s exempt status with respect to such arrangements. It applies to any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity as further defined in this policy.

A. Joint ventures or similar arrangements with taxable entities. For purposes of this policy, a joint venture or similar arrangement (or a “venture or arrangement”) means any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity without regard to: (1) whether AFELA controls the venture or arrangement; (2) the legal structure of the venture or arrangement; or (3) whether the venture or arrangement is taxed as a partnership or as an association or corporation for federal income tax purposes. A venture or arrangement is disregarded if it meets both of the following conditions:

- (a) 95% or more of the venture’s or arrangement’s income for its tax year ending within AFELA’s tax year is excluded from unrelated business income taxation, including but not limited to: (i) dividends, interest, and annuities; (ii) royalties; (iii) rent from real property and incidental related personal property, except to the extent of debt-financing; and (iv) gains or losses from the sale of property; and
- (b) the primary purpose of AFELA’s contribution to, or investment or participation in, the venture or arrangement is the production of income or appreciation of property.

B. Safeguards to ensure exempt status protection. AFELA will: (a) negotiate in its transactions and arrangements with other members of the venture or arrangement such terms and safeguards adequate to ensure that AFELA’s exempt status is protected; and (b) take steps to safeguard AFELA’s exempt status with respect to the venture or arrangement. Safeguards may include:

- (i) maintaining control over the venture or arrangement sufficient to ensure that it furthers the exempt purpose of AFELA;
- (ii) requiring that the venture or arrangement give priority to exempt purposes over maximizing profits for the other participants;
- (iii) requiring that the venture or arrangement not engage in activities that would jeopardize AFELA’s exemption; and
- (iv) requiring that all contracts entered into with AFELA be on terms that are arm’s length or more favorable to AFELA.

Approved:
December 2, 2010

SUBJECT:
Whistleblower policy

Procedures for the Submission of Complaints or Concerns Regarding Financial Statement or other Disclosures, Accounting, Internal Accounting or Disclosure Controls, or Auditing Matters.

The Academy of Florida Elder Law Attorneys (“the Academy”) has a responsibility for the stewardship of its resources. In addition to complying with the law, it is the policy of the Academy to promote ethical practices and ethical treatment of its members and staff. Instances of known or suspected misuse of Academy resources or other improper activities should be reported and appropriately investigated. Members, directors and staff have a responsibility to each other and to the organization to maintain an environment in which (i) problems are reported and addressed immediately, and (ii) those who make such reports are protected from retaliation.

The Academy endorses and utilizes internal controls and operating procedures intended to prevent and detect improper activities.

The objective of the Academy’s Whistleblower Policy is to establish policies and procedures for:

- a. The submission of concerns regarding questionable financial statement or other disclosures, accounting, internal accounting or disclosure controls or auditing matters by staff, directors, officers and other stakeholders of the organization on a confidential and anonymous basis.
- b. The receipt, retention, and treatment of complaints received by the Academy regarding accounting, internal controls or auditing matters.
- c. The protection of all who report concerns from retaliatory actions.

Procedure for Raising a Concern

1. The Academy’s Board of Directors and staff shall promptly forward to the Executive Committee any complaints received regarding financial statement disclosures, accounting, internal accounting or disclosure controls or auditing matters, or disclosure violations. Any complaint will first be evaluated to determine whether it falls within the scope of this Policy. If it does not, it will be evaluated by the Executive Committee to handle in a manner in which they deem appropriate.
2. Any staff person or member of the Academy may submit, on either a confidential, anonymous basis or a non-confidential, non-anonymous basis, any good faith concerns regarding financial statement or other disclosure, accounting, internal accounting or disclosure controls, or auditing matters to the Academy’s Executive Committee.
3. Following the receipt of a complaint or concern within the scope of this Policy, the Executive Committee will investigate each matter reported and recommend corrective or disciplinary actions to the Board of Directors. The status of all pending complaints will be reviewed at each regularly scheduled Executive Committee meeting.
4. The Executive Committee may enlist committee members, staff, and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of complaints under this Policy. In conducting any investigation, and to the extent possible consistent with the need to conduct an adequate

review of any complaint or concern, the Executive Committee shall use reasonable efforts to attempt to protect the confidentiality and anonymity of the complainant.

5. The Academy does not permit retaliation of any kind against staff or members for complaints submitted hereunder that are made in good faith. Should the identity of any person making a complaint or reporting a concern hereunder become known, the Executive Committee shall monitor any disciplinary action against such person. Additionally, no staff person or member shall be adversely affected because the staff person or member refuses to carry out a directive which, in fact, constitutes corporate fraud or is a violation of state or federal law.

6. The Executive Committee shall retain as a part of its records, for a period of no less than seven (7) years, all such complaints or concerns, together with the proceedings of the Committee with respect thereto. All such records will be treated as confidential information.

Approved:

December 2, 2010