

## **DOCUMENT RETENTION POLICY**

### **WATERSHED ALLIANCE OF YORK (WAY), INC.**

#### **ARTICLE I**

##### Purpose

The corporate records of Watershed Alliance of York (WAY), Inc. and its subsidiaries (hereafter the "WAY") are important assets. WAY records include essentially all records you produce as a board members and staff, whether paper or electronic. A record may be as obvious as a memorandum, an e-mail, a contract or a case study, or something not as obvious, such as a computerized desk calendar, an appointment book or an expense record.

#### **ARTICLE II**

##### Scope

The law requires WAY to maintain certain types of corporate records, usually for a specified period of time. Failure to retain those records for those minimum periods could subject you and WAY to penalties and fines, cause the loss of rights, obstruct justice, spoil potential evidence in a lawsuit, place WAY in contempt of court, or seriously disadvantage the Organization in litigation.

#### **ARTICLE III**

##### Procedure

WAY expects all board members and staff to fully comply with any published records retention or destruction policies and schedules, provided that all employees should note the following general exception to any stated destruction schedule: If you believe, or WAY informs you, that WAY records are relevant to litigation, or potential litigation (i.e., a dispute that could result in litigation), then you must preserve those records until legal counsel determines the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records. If you believe that exception may apply, or have any question regarding the possible applicability of that exception, please contact legal counsel.

From time to time WAY establishes 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 bear special consideration are identified below. While minimum retention periods are suggested, 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 identified above, as well as any other pertinent factors.

- (a) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of deductions, business costs, accounting procedures, and other

documents concerning WAY's revenues. Tax records should be retained for at least six years from the date of filing the applicable return.

(b) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in WAY's minute book. A clean copy of all Board and Board Committee materials should be kept for no less than three (3) years by WAY.

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

(d) 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 (10) years.

(e) Marketing and Sales Documents. WAY should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three (3) 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 (3) years beyond the life of the agreement.

(f) 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 WAY and are protected as a trade secret where WAY:

- (i) Derives independent economic value from the secrecy of the information; and
- (ii) WAY has taken affirmative steps to keep the information confidential. WAY should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(g) Contracts. Final, execution copies of all contracts entered into by WAY should be retained. The Company should retain copies of the final contracts for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(h) 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.

Failure to comply with this Document Retention Policy may result in punitive action against the board member/staff, including suspension or termination. Questions about this policy should be referred to the current Board President, who is in charge of administering, enforcing and updating this policy.

**DOCUMENT RETENTION POLICY  
ACKNOWLEDGEMENT FORM**

I, \_\_\_\_\_ declare that I have received a copy of the Document retention Policy of the Watershed Alliance of York and have read and fully understand the policy.

Signature: \_\_\_\_\_

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