

Transition House, Inc. Governance Manual

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1. Transition House, Inc.

1.1. Tax Status

Transition House, Inc. (hereinafter referred to as the “Organization” is tax-exempt pursuant to §501(c)(3) of the Internal Revenue Code (the “Code”).

1.2. Charitable Purpose

The Mission statement of the Organization is as follows:

Changing lives by creating pathways for mental wellness.

1.3. Tax Year

The Tax Year of the Organization shall be a fiscal year of July 1 through June 30.

1.4. Governance Manual Authority.

This Governance Manual provides guidelines to the Board of Directors of the Organization (referred to collectively as the “Board” and individually as a “Director” or “Directors”); variations from these guidelines shall not create any liability for the Organization, the Board, or any Director. These guidelines are to be implemented over a period of time upon adoption.

1.5. Governance Manual Amendments

The Organization reserves the right to modify, change, or amend this Governance Manual at any time for any reason. Amendments shall be recommended to the Board by the Governance Committee and approved by a Vote of the Board.

1.6. Vote of the Board

Unless stated otherwise, a Vote of the Board shall refer to a vote of a majority of the Board at any meeting where a quorum is present. A quorum of the Board shall be defined by the Organization’s Bylaws.

2. Nonprofit Compliance Policies

2.1. Public Access to Records.

Pursuant to federal and state law, the Organization will provide an electronic or hard copy of the documents listed below without charge, other than a reasonable copying fee, to any individual who makes a request.

- The Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code (Form 1023) into perpetuity.
- The Return of Organization Exempt from Federal Income Tax (Form 990) for a period of three (3) years beginning on the date the return is actually filed. Schedule B will be removed from Return of Organization Exempt from Federal Income Tax (Form 990) prior to distribution, including to the Oklahoma Secretary of State.
- The annual registration with the Oklahoma Secretary of State (Registration Statement of Charitable Organization) for a period of five (5) years beginning on the date the registration is actually filed.
- Meeting minutes and other records required to be provided to the public pursuant to the Oklahoma Open Meeting Act (the “Open Meeting Act”) or the Oklahoma Open Records Act (the “Open Records Act.”)

2.2. Annual Filings

The Organization shall provide for the following filings:

- Oklahoma Solicitation of Charitable Contribution Act, Title 18, Section 552.1a of the Oklahoma Statutes requires the corporation to annually file a Registration Statement of Charitable Organization with the Oklahoma Secretary of State;
- The Oklahoma Tax Commission requires the Organization to annually file Form 512 E;
- The Internal Revenue Service requires the Organization to annual file a Form 990; and
- The Internal Revenue Service requires the Organization to pay payroll taxes and file quarterly Form 941 when the Organization has an employee(s).
- The Oklahoma Open Meeting Act requires the Organization to file notice of all regular meetings with the Secretary of State by December 15 of each year.

Depending on the nature of the Organization's activities, other filings may be required.

The Organization shall file those documents listed above on the date on which they are due. Where extensions are necessary, the Finance Committee shall recommend such extension to the Board. An extension shall require approval by a Vote of the Board. Any CPA or auditor which the Organization is considering utilizing shall be made aware of this policy prior to hiring such individual(s).

2.3. Reporting Requirements

The Organization shall report the following changes to the appropriate state or federal agency:

- Change of Registered Service Agent shall be reported to the Oklahoma Secretary of State via a form specified to change the Registered Service Agent;
- Notice for special meetings, emergency, and/or reconvened meetings shall be provided to the Secretary of State pursuant to the Open Meeting Act.
- Change of Principal Office shall be reported to the Internal Revenue Service via Form 990 and to the Oklahoma Secretary of State via the Registration Statement of Charitable Organization;
- Change(s) to the Certificate of Incorporation must be effectuated through the Oklahoma Secretary of State and such Amended Certificate of Incorporation shall accompany the next filing of Form 990 or be reported on Schedule O of Form 990; and,
- Changes to the Bylaws must be reported on Schedule O of Form 990 if such changes involve any of the following provisions of the Bylaws:
 - The purpose of the Organization;
 - Number, composition, qualifications, authority, or duties of the Board or Officers;
 - Quorum and voting rights of the Board;
 - Any compensation language set forth in the Bylaws;
 - Dissolution; or,
 - Merger.

2.4. Annual Reviews

The Organization shall conduct the following annual reviews to ensure (1) Organizational alignment with the Charitable Purpose and, (2) corporate compliance with federal and state requirements. At minimum, the annual reviews conducted by the Board shall include the following subjects:

The Finance Committee shall annually review and report back to the Board on the following:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further tax-exempt purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.
- Whether insurance coverage plans are deemed to be adequate and based on current information and/or asset lists.

The Governance Committee shall annually review and report back to the Board on the following:

- Whether these policies contained in this Governance Manual are adequate, enforceable, and/or followed.
- Whether any amendments have been made to the Open Meeting Act and recommendations regarding compliance with the same.
- Whether each Board member is receiving a copy of the Bylaws and is made aware of the Conflict of Interest Policy, the Whistleblower Policy, and the remainder of this Governance Manual.

The Audit Committee shall annually review and reporting back to the Board on the following:

- Whether the Investment Policy contained in this Governance Manual is adequate, enforceable, and/or followed.
- Whether the Gift Acceptance Policy contained in this Governance Manual is adequate, enforceable, and/or followed.

When conducting the annual review, the Organization may not use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring annual reviews are conducted.

2.5. Annual Documents

Each Director, Officer, and member of a committee shall annually complete and certify the following documents (collectively, the “Annual Board Documents”):

- Board Service Letter of Agreement
- Policy Confirmation Statement
- Volunteer Liability Waiver
- Confidentiality Statement
- Annual Conflict Disclosure Questionnaire

The Governance Committee shall review the Annual Board Documents annually. Changes to the Annual Board Documents shall be reviewed by the Board Governance Committee prior to submission to the Board for approval by a Vote of the Board.

The Annual Board Documents are attached at the end of this Governance Manual.

2.6. Compensation Policy

This policy established guidelines for compensation in alignment with state and federal rules and regulations.

Director Compensation. Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Executive Director Compensation. The Board shall determine the Executive Director's compensation package. The Board shall consider the following factors when determining the Executive Director's compensation to ensure compliance with excess benefit regulations:

- The amount that would ordinarily be paid for like services by like organizations in like circumstances, considering both the reasonableness of the total amount paid and the services rendered.
- Whether an independent financial advisor would be satisfied with the Organization's financial performance at the current Executive Director's compensation levels.
- The Executive Director's training and experience.
- The Executive Director's duties and responsibilities.
- The time and effort the Executive Director devotes to the Organization.
- The size and complexity of the Organization.
- The location of the Organization.

The Board shall ensure the date and terms of compensation arrangements of the Executive Director, if any, are recorded in writing and maintained with the information on which the board based its decision.

Staff Compensation. The Executive Director shall determine Organizational staff compensation, if any, in alignment with the Board-approved annual budget. Staff will be paid in accordance with the rules and regulations established by the state of Oklahoma, the Department of Labor, and the Fair Labor Standards Act.

2.7. Management of Executive Director

The Board of Directors shall be responsible for hiring, firing, compensation, and performance management relating to the Executive Director. The Executive Director shall be unilaterally responsible for hiring, firing, compensation, and performance management of all other staff.

Performance Management. The Board of Directors shall be responsible for communicating regular performance feedback to the Executive Director. Feedback should be provided as close to the conduct requiring feedback as possible. The President of the Board shall schedule a quarterly one on one with the Executive Director to discuss opportunities for growth and to celebrate accomplishments. The President of the Board shall follow such quarterly one on ones with an email of what was discussed.

The Executive Committee shall conduct a written annual performance evaluation for the Executive Director, which shall include objective criteria upon which the Executive Director is measured. The Executive Director shall be made aware of such objective criteria well in advance of the performance evaluation.

Compensation. The Executive Directors compensation shall be determined and recorded pursuant to Section 2.6 of this Governance Manual.

2.8. Indemnification

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Organization. The Directors and Officers of the Organization shall be indemnified by the Organization to the fullest extent permissible under the laws of Oklahoma. However, the Organization shall make no indemnification in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the Organization, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all

the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which the court shall deem proper.

2.9. Insurance

The Organization shall maintain Directors and Officers insurance and other insurance, as may be required to protect the Organization.

The Finance Committee shall review all insurance policies in force prior to renewal to determine if coverage is deemed to be adequate. Limits, types of coverage, as well as deductibles, shall be considered. Any changes shall be recommended by the Finance Committee and reported to the Board for approval by a Vote of the Board.

2.10. Political Activity

The Organization is committed to being a responsible citizen and complying with applicable laws, rules, and regulations regarding the use of the Organization's funds, assets, and resources in connection with political activity. Accordingly, the Organization generally encourages Directors to:

- Take an active interest in fostering the principles of good government in communities in which they live and work.
- Participate in permitted political activity in the communities in which they live and work, provided that such activity only occurs in the Director's individual capacity and not on the Organization's behalf or time, or with the use of any of the Organization's funds, assets, or other company resources.

Federal and state law prohibit the Organization from making contributions or expenditures in connection with federal or local elections. As a result, it is the Organization's policy to make no political contributions or use any of the Organization's funds, assets, or other company resources to benefit any political:

- Parties
- Campaign committees including, but not limited to, separate segregated funds (also known as political action committees ("PACs")).
- Other special interest groups or organizations engaged in political fundraising or lobbying activities, including special interest groups organized under Section 527 of the US Internal Revenue Code ("527 organizations").

Directors engaging in political activities agree to do so solely on their own behalf and not on the Organization's behalf or time, or with the use of any of the Organization's funds, assets, or other company resources.

Directors may not use any of the Organization's funds, assets, brands, or other company resources, without the Organization's approval, to directly or indirectly support any political:

- Candidates.
- Parties.
- Lobbyists.
- PACs.
- 527 organizations.

Notwithstanding the foregoing paragraph, Directors may make personal political contributions and participate in political activities of their own choosing, provided that such contributions and activities only occur in an individual and private capacity and not on the Organization's behalf or time, or while

using any other company resources. The Organization will not reimburse any Director in any way for time or funds used for personal political contributions or activities.

Directors may not represent the Organization on policy issues except when asked in writing by the Board of Directors. Accordingly, if a Director personally participates in the political process, the Director may not implicitly or explicitly allow the Director's volunteer position at the Organization to be used in support of or against a political candidate, issue, or cause or suggest or give the appearance in any way that the Director's personal view or position is one that is held or supported by the Organization by, for example:

- Using the Organization's stationery, email, telephones, computers, printers, or copiers in connection with the Director's personal political activities.
- Providing political candidates or organizations with access to the Organization's mailing lists, customer lists, employee lists, office space, telephones, photocopiers, computers, officer supplies, or other the Organization's resources.
- Posting a hyperlink to a political candidate's or organization's website or social media account on a website or social media account owned or operated by the Organization.

All lobbying activities, including without limitation participation in any trade groups or associations, that are conducted on the Organization's behalf must be approved in advance in writing by, and coordinated through the Executive Director.

2.11. Minutes

Contemporaneous minutes shall be taken at each meeting of the Board and at each meeting of a committee of the Board. Minutes shall provide enough detail to allow an uninvolved third party to understand the proceedings of the meeting. Minutes of the Board and any committee of the Board shall include the following:

- Date;
- Time;
- Location;
- Method of notice;
- How the meeting was authorized (annual, regular, or special);
- Those present at the meeting;
- Certification of a quorum;
- Discussion concerning each agenda item;
- Action taken by the Board or committee with Board-delegated powers;
- A record of votes in favor and against in action or decision;
- Signed consents for approved action taken without a duly held and noticed meeting; and,
- Should a conflict of interest exist, all information required is in the Conflict of Interest Policy.

Board Minutes. Minutes of the Board shall be approved at the following meeting of the Board. Such approved minutes shall be signed by the President or individual presiding over the meeting and the Secretary, or the individual taking the minutes. Upon approval and execution, the minutes shall be placed in a Board book, or other electronic medium, containing the corporate minutes.

Committee Minutes. Minutes of Board Committees shall be approved at the following meeting of the Committee. Material information in the committee minutes shall be reported by the committee chair to the Board at the following meeting. No further action is required for committees without the power to act on behalf of the Board. Where the committee does have the authority to act on behalf of the Board, the

committee minutes shall be approved as stated above and at the following meeting of the Board. Such approved committee minutes shall be signed by the President or individual presiding over the meeting and the Secretary, or the individual taking the minutes. Upon approval and execution, the committee minutes shall be placed in a Board book, or other electronic medium, containing the corporate minutes.

Resolutions Requiring Further Action. Any action taken which modifies and/or amends policies, procedures, Bylaws, or the Certificate of Incorporation shall be assigned to the appropriate committee to effectuate such change in the required documents. The committee shall present the modification and/or amendment to the Board for approval. The date of the meeting where action was taken concerning the modification and/or amendment shall be placed on the amended document.

Consent Agenda. A consent agenda may be used for routine matters which do not need explanation or discussion. Conflict of Interest considerations, sensitive employment matters, such as termination, or financial information, such as the Treasurer's report, Finance Committee report, or Audit Committee report, if any, shall not be placed on the consent agenda.

The following steps must be used for a consent agenda:

- Prepare an agenda listing items to be included in the consent agenda;
- Distribute documents listed under the consent agenda;
- Directors read documents in advance of the meeting;
- Introduce consent agenda for a vote;
- Remove any item from the consent agenda which requires further discussion or amendments and ensure a full discussion takes place; and,
- Approve consent agenda and acceptance of documents.

2.12. Record Retention and Destruction Policy

Federal and state law require the Organization to retain certain Records. In general, these Records contain information that serves as the Organization's memory and/or has enduring business value; for example, it provides a record of a transaction, evidences the Organization's rights or obligations, protects the Organization's legal interests, or ensures operational continuity.

A "Record" is any type of record, file, document, sample, and other form of information created, received, or transmitted in the course of the Organization's operations, regardless of physical format.

The purpose of this policy is to establish guidelines for the:

- Retention and maintenance of any Records (as defined below) necessary for the Organization to achieve its mission and comply with applicable law.
- Destruction of Records that do not need to be or no longer need to be retained.
- Organization's Board of Directors, officers, employees, and volunteers to understand their responsibilities concerning record retention and destruction.

Destruction of Litigation-Related Documents. This Record Retention and Destruction Policy is in accordance with the Sarbanes-Oxley Act of 2002, under which it is a crime to change, conceal, falsify, or destroy any record with the intent to impede or obstruct any official or government proceeding. It is a crime to alter, cover-up, falsify, or destroy any document or, to persuade or ask someone to do so to prevent its use in an official procedure. Document retention of financial records, significant contracts, major transactions, employee files, grants, and fundraising obligations shall be maintained in accordance with Organization policy, including electronic files. Back-up for electronic files should be made semiannually and a hard copy of documents should be filed accordingly. If an official investigation is

underway or even suspected, it is the responsibility of the Executive Director and Board to stop any document purging in order to avoid criminal obstruction charges.

The effectiveness of the Organization’s efforts depends largely on the compliance. If and Director reasonably suspect that they or someone else may have violated this Policy, the Director should report the incident immediately to the President of the Board. If the conduct is not reported, the Organization may not become aware of a possible violation and may not be able to take appropriate corrective action. No one will be subject to, and the Organization prohibits, any form of discipline, reprisal, intimidation, or retaliation for reporting incidents of inappropriate conduct of any kind, pursuing any record destruction claim, or cooperating in related investigations.

Disposable Information. "Disposable Information" is information in any form that would normally be a Record, except that it (1) serves a temporary useful purpose or no purpose, (2) is no longer required for the operation of the Organization, and (3) is not required by law to be retained by the Organization.

Disposable Information may be safely destroyed without violating this Policy. Examples may include:

- Duplicates of originals that have not been annotated;
- Preliminary drafts of letters, memoranda, reports, worksheets, and informal notes that do not represent significant steps or decisions in the preparation of an official record;
- Books, periodicals, manuals, training binders, and other printed materials obtained from sources outside of the Organization and retained primarily for reference purposes; and
- Spam and junk mail.

Administrator. The Business Manager will be responsible for administering this policy and for documenting actions taken under this policy. The Business Manager will periodically review the procedures outlined in this policy with legal counsel and a certified public accountant to ensure that they are in compliance with any new or revised regulations

Computer Backup. The Business Manager shall ensure all files are appropriately backed up on an external platform, such as an external hard drive or dropbox, in accordance with the Record Retention schedule below.

Record Retention Schedule. This schedule may be modified from time to time by the Board as necessary to comply with the law and/or to include additional or revised Record categories or retention periods as may be appropriate to reflect organizational policies and procedures. The stated time periods are minimum recommended Record retention periods. Records may be retained longer than the specified minimum retention period based on other factors, such as ongoing business use or historical value.

RECORDS	RETENTION PERIOD
Personnel Records	
Benefits descriptions per employee	Duration of employment and 4 years thereafter
EEO-1 Reports (Employer Information Report)	Filed annually with the EEOC and the Department of Labor, Office of Federal Contract Compliance Programs, most recent kept on file
Employee applications and resumes	Duration of employment and 4 years thereafter

Employee benefit plans subject to ERISA (includes plans regarding health and dental insurance, 401K, long-term disability, and Form 5500)	6 years from when the record was required to be disclosed
Employee offer letters (and other documentation regarding hiring, promotion, demotion, transfer, lay-off, termination, or selection for training)	1 year from date of making record or action involved, whichever is later; or 1 year from date of involuntary termination
Records relating to background checks on employees and volunteers	5 years from when the background check is conducted
Employment contracts; employment and termination agreements	3 years from their last effective date
Employee records with information on pay rate or weekly compensation	3 years
Hazardous material exposures	Duration of employment + 30 years
I-9 Forms	3 years after date of hire or 1 year after employment is terminated, whichever is later 3 years after date of hire for recruiters and referrers for a fee
Injury and Illness Incident Reports (OSHA Form 301) and related Annual Summaries (OSHA Form 300A); Logs of work-related injuries and illnesses (OSHA Form 300)	5 years following the end of the calendar year that these records cover
Supplemental record for each occupational injury or illness (OSHA Form 101); Log and Summary of Occupational Injuries and Illnesses (OSHA Form 200)	5 years following the year to which they relate
Job descriptions; performance goals and reviews; garnishment records	Duration of employment and 7 years thereafter
Employee tax records	4 years from the date tax is due or paid, whichever is later
Medical exams required by law	Duration of employment or volunteering + 30 years
Pension plan and retirement records	Permanent
Pre-employment tests and test results	1 year from date of personnel action
Salary schedules; ranges for each job description	2 years
Time reports	Duration of employment and 3 years thereafter
Workers' compensation records	Duration of employment and 30 years thereafter
Volunteer position descriptions	Duration of employment and 2 years thereafter
Volunteer Liability Waiver (and other documentation regarding the selection and activity of volunteers)	1 year from date of making record or action involved, whichever is later; or 1 year from date of involuntary termination
Payroll Records	
Payroll registers (gross and net)	Permanent
Time cards; piece work tickets; wage rate tables; pay rates; work and time schedules; earnings records; records of additions to or deduction from wages; records on which wage computations are based	2 years

W-2 and W-4 Forms and Statements	As long as the document is in effect + 4 years
Corporate Records	
Articles of Incorporation; By-laws	Permanent
Annual corporate filings and reports to secretary of state and attorney general	Permanent
Board policies, resolutions, and meeting minutes; committee meeting minutes; annual member meeting minutes	Permanent
Conflict of interest disclosure forms	7 years
Charitable solicitation applications	Permanent
Contracts	Permanent if current (7 years if expired)
Licenses and permits	Permanent
Construction documents	Permanent
Emails (business related)	3 years
Fixed Asset Records	Permanent
IRS Form 1023 (Application for tax-exempt status as charitable organization)	Permanent
IRS determination letter and related correspondence	Permanent
Performance reports on programs and activities	Permanent
Sales and purchase records	3 years
State sales tax exemption documents	Permanent
State determination letter and related correspondence	Permanent
Fundraising Records	
Donor acknowledgment letters	7 years
Donor contact information	Permanent
Records of unrestricted gifts made directly to organization or through third-party fundraisers	7 years
Records of restricted gifts, trusts, and endowments made directly to organization or through third-party fundraisers	Permanent
Fundraising materials, including all distributed materials, fundraising scripts, licenses for raffles and other regulated games of chance	7 years
Private grants, including proposals, agreements, and grantee reports	7 years from date of final expenditure report or as required in grant document
Government grants, including proposals, agreements, and grantee reports	7 years from date of final expenditure report or as required in grant document
Records of disposition of donated goods, including sale of securities and property	7 years
Accounting and Finance	
Accounts Payable and Receivables ledgers and schedules	7 years
Annual audit reports and financial statements	Permanent
Annual plans and budgets	2 years

Bank statements; cancelled checks; deposit slips	7 years
Business expense records	7 years
Cash receipts	3 years
Check registers	Permanent
Electronic fund transfer documents	7 years
Employee expense reports	7 years
General ledgers	Permanent
Journal entries	7 years
Invoices	7 years
Petty cash vouchers	3 years
Tax Records	
Annual tax filing for the organization (IRS Form 990 in the US and state equivalent)	Permanent
Earnings records from unrelated business taxable income (UBTI)	7 years
Filings of fees paid to professionals (IRS Form 1099 in the US and state equivalent)	7 years
Payroll tax returns and withholdings	7 years
State unemployment tax records	Permanent
Legal and Insurance Records	
Appraisals	Permanent
Copyright registrations	Permanent
Environmental studies	Permanent
Insurance claims/applications	Permanent
Insurance disbursements and denials	Permanent
Insurance contracts and policies (Directors and Officers, General Liability, Property, and Workers' Compensation)	Permanent
Leases	6 years after expiration
Patents; patent applications; supporting documents	Permanent
Real estate documents (including loan and mortgage contracts, deeds)	Permanent
Stock and bond records	Permanent
Trademark registrations, evidence of use documents	Permanent
Trust documents	Permanent
Warranties	Duration of warranty + 7 years

2.13. Investment Policy

The purpose of this investment policy is to set forth the standards and guidelines for the management and investment of the Organization's financial assets. This policy (1) established investment objectives, policies, and performance criteria, and (2) defines the responsibilities of the Board of Directors (the "Board") and staff in managing the Organization's assets.

Investment Objectives. The Organization's duration is perpetual. Therefore, all investment policies, guidelines, and allocations shall:

- Aim for financial stability;
- Reflect a balance between the Organization's short-term and long-term goals, as determined by the Board; and,
- Comply with all federal, state, and local laws governing Organizations.

In achieving this balance, the management and investment decisions of the Organization's financial assets shall consider the following main objectives:

- Preservation of the purchasing power of the Organization's financial assets by exceeding inflation.
- Liquidity of assets for operational expenses.
- Income generation for short- to medium-term cash flow needs.
- Long-term growth of, and optimized return from, the Organization's financial assets.
- Minimizing risk and expenses.

Delegation of Responsibilities. The Board has the authority and fiduciary responsibility to oversee the investment and management of the Organization's financial assets. In fulfilling its duties, the Board shall:

- Comply with the duty of loyalty to the Organization.
- Act in good faith and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances.
- Delegate authority over the Organization's investments to the Audit Committee.
- Maintain the right to review and revise any decision of the Audit Committee.
- Monitor the Audit Committee's compliance with this Policy.
- Comply with all federal, state, and local laws and regulations concerning the management of investment assets.

The Audit Committee shall, subject to final Board approval:

- Develop, implement, and maintain all investment policies, guidelines, and allocations consistent with:
 - The Organization's purposes;
 - The Organization's risk tolerance and short-term and long-term financial needs and objectives;
 - Federal, state, and local laws and regulations concerning the management of investment assets; and
 - The duty of care and the duty of loyalty.
- Evaluate such investment policies, guidelines, and allocations and submit any changes for Board review and approval at least annually.
- Hire outside experts such as investment consultants or investment managers to manage and invest the Organization's financial assets, as needed. The Audit Committee shall act in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, in:
 - Retaining (based on appropriate due diligence), maintaining, or dismissing outside experts;
 - Establishing the scope and terms of the engagement, consistent with the purposes of the Organization and its financial assets;

- Periodically reviewing the outside experts' actions to monitor their performance and compliance with the scope and terms of the engagement; and
- Identifying any actual or potential conflicts of interest. Any such conflict must be resolved according to the Organization's conflict of interest policy.
- Regularly and timely communicate the Organization's financial needs to the Organization's management and any outside experts.
- Timely review any reports and recommendations from the Organization's management and any outside experts.

The Organization's Executive Director shall:

- Oversee the administration and implementation of the investment policies, guidelines, and allocations established by the Audit Committee.
- Meet regularly with any outside experts to:
 - Assess their compliance with this policy and the terms and conditions of their contracts;
 - Monitor asset allocation and rebalance assets in accordance with the Audit Committee's guidelines; and
 - Ensure compliance with federal, state, and local laws regarding prudent management of financial assets.
- Provide periodic reports and recommendations to the Audit Committee or Board, and as requested.
- Comply with accounting and auditing guidelines regarding due diligence and ongoing monitoring of investments.

If the Organization engages an investment manager, the investment manager shall:

- Acknowledge in writing that the manager is acting as the Organization's fiduciary.
- Exercise reasonable care, skill, and caution when investing the Organization's assets under management.
- Have broad discretion to make specific investment decisions for the sole benefit of the Organization and within the limits of this policy, specific guidelines established by the Board and Audit Committee, and prudence standards governing the management of the financial assets.
- Maintain regular communication with the Audit Committee about investment strategy and outlook.
- Notify the Board of Directors of the Organization of any actual or potential conflicts of interest relating the role as the Organization's investment manager.
- Adhere to the terms and conditions of the investment management agreement.

Investment and Management Guidelines. All investment decisions shall, subject to donor restrictions, take into consideration the Organization's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and the Organization's charitable purpose.

In managing and investing the Organization's financial assets the following factors, if relevant, must be considered:

- General economic conditions;
- The possible effect of inflation or deflation;
- The expected tax consequences, if any, of investment decisions or strategies;
- The role that each investment or course of action plays within the Organization's overall investment portfolio;
- The expected total return from income and the appreciation of investments;

- The resources of the Organization;
- The needs of the Organization and the portfolio to make distributions and to preserve capital; and
- An asset's special relationship or special value, if any, to the Organization's charitable purposes.

The Board and Audit Committee:

- May incur only costs that are appropriate and reasonable in relation to the assets, the Organization's purposes, and the skills available to the Organization; and
- Shall make a reasonable effort to verify facts relevant to the management and investment of its financial assets.

Asset Allocation and Rebalancing. Management and investment decisions regarding an individual asset shall be made in the context of the Organization's financial assets as a whole and as part of an overall investment strategy.

- Allocation of the financial assets shall reflect a balance among the Organization's investment objectives, risk tolerance, and cash flow needs.
- The Audit Committee shall rebalance the Organization's financial assets at least annually, consistent with the objectives under this Policy.
- Within a reasonable time after receiving a gift of property, the Audit Committee shall make a recommendation to the Board to determine whether to retain or dispose of the property, or to rebalance the Organization's financial assets to reflect the gift in compliance with this Policy.

Asset Classification: Short-Term, Long-Term, Restricted Funds, and Endowment Funds. The Organization's financial assets shall be classified as short-term assets, long-term assets, restricted funds, and endowment funds. The assets in each category shall be managed and invested as described in this policy. Permitted investments for such assets include any investment type consistent with this policy's objectives and applicable law.

Short-Term Assets. These assets must be available for the Organization's short-term operating and program expenses and shall be maintained in cash or cash equivalent investments that allow for immediate liquidity.

Long-Term Assets. These assets must be invested to support the Organization's future operations, including providing investment income while preserving and growing the purchasing power of the principal or accounting for cash shortfalls due to economic downturns.

Restricted Assets. These assets are subject to specific donor or Board restrictions as to their investment, management, use, or expenditure. A restricted asset must be invested, managed, used, and spent according to the asset's restriction.

- The donor in writing.
- The court upon application by the Organization where the restriction makes the use of the asset unlawful, impracticable, impossible to achieve, or wasteful, and the Organization has notified the Attorney General of the application.
- The Organization after 6 days' notice to the Attorney General after it determines that the restriction is unlawful, impracticable, impossible to achieve, or wasteful if: (1) the restricted asset has a total value of less than \$25,000; (2) more than 20 years have elapsed since the restricted asset was given; and (3) the Organization uses the asset in a manner consistent with the charitable purposes expressed in the gift instrument.

Endowment Funds. These assets are restricted assets until appropriated for expenditure by the Organization. The Organization may appropriate such assets for expenditure or accumulate such

amount that it determines is prudent given the uses, benefits, purposes, and duration for which the endowment fund is established. In making this determination, the Organization shall consider, if relevant, the following factors:

- The duration and preservation of the endowment fund;
- The purposes of the Organization and the endowment fund;
- General economic conditions;
- The possible effect of inflation or deflation;
- The expected total return from income and the appreciation of investments;
- The Organization's other resources; and
- The objectives under this Policy.

Any deviations from the allocations and guidelines established by the Board and Audit Committee must be reviewed and approved by the Board at a duly called meeting.

Diversification. The Organization's investments should be diversified to limit the risk of loss resulting from the concentration of assets in a specific investment type, issuer, or sector. The Organization shall maintain a reasonable diversification among the Organization's financial assets between asset classes, investment categories, industries, and sectors.

Review of Investment Policy. The Audit Committee shall review this Policy annually and make recommendations to the Board regarding amendments to the policy from time to time, as necessary.

2.14. Gift Acceptance Policy

This gift acceptance policy establishes guidelines governing the acceptance of gifts by the Organization for the benefit of any of its operations, programs, or services, and provides guidance to prospective donors and their advisors when making gifts to the Organization.

Authority to Solicit and Accept Gifts. The Organization's Board of Directors and, in some cases, the Executive Director, shall have the authority to solicit and accept gifts on behalf of the Organization in compliance with this policy. The Organization shall comply with all federal, state, and local laws and regulations concerning the solicitation and acceptance of gifts.

The Board of Directors shall:

- Review and accept gifts. The Board may accept or reject the gift or as the Audit Committee to make it's a recommendation to the Board on gift acceptance issues.
- Maintain the right to review and revise any recommendation from the Audit Committee.
- Ensure the Audit Committee reviews and reports to the Board of Directors annually on the Organization's compliance with this policy.

The Organization will not accept any gift:

- unless it can be used or expended consistent with the Organization's purpose and mission; and
- if it may potentially jeopardize the Organization's tax-exempt status or violate the Organization's policies, or federal, state, or local laws.

No irrevocable gift, whether outright or life-income in character, will be accepted if under any reasonable set of circumstances the gift would jeopardize the donor's financial security.

The Board will review any gifts with restrictions and will not accept gifts with restrictions that would result in a violation of the Organization's Certificate of Incorporation or loss of its tax-exempt status or otherwise found inappropriate or inadvisable.

Gift Types. Certain gifts may be accepted outright without Board approval, where others require Board approval.

Cash. The Organization will, in general, accept all unrestricted gifts of cash or cash equivalents, regardless of amount. Checks or money orders must be made payable to the Organization and may not be made payable to any individual representing the Organization. Exceptions to acceptance of non-restricted gifts of cash are determined by the Board.

In-Kind Gifts. The Organization will accept, in its discretion, gifts of in-kind services or goods, including tangible personal property, if they directly serve a need of the Organization. Otherwise, acceptance of an in-kind gift will be at the discretion of the Board.

- The Organization will generally accept unrestricted, tangible personal property if determined to be in the best interest of the Organization. Tangible personal property may include art, furniture, jewelry, equipment, cars, boats, and any other personal item owned by a donor. In deciding whether or not to accept tangible personal property, the Organization will consider:
 - Carrying costs for the property, including maintenance and repairs;
 - Cost of insurance;
 - Storage and transportation costs; and
 - Marketability and cost of selling the property.

Publicly Traded Securities. The Organization will, in general, accept readily marketable securities. Marketable securities are likely to be sold immediately by the Organization. Exceptions to acceptance of non-restricted gifts of cash are determined by the Board.

Gifts Subject to Review. Certain other gifts subject to review by the Board.

- Before acceptance include but are not limited to:
 - Closely held securities, including interests in limited partnerships and limited liability companies.
 - Real property.
 - Life insurance policies.
 - Life estate gifts, including charitable trusts.
 - Annuities.
 - Endowments.
 - Restricted gifts, including cash or cash equivalents. Any gift not expressly restricted by the donor will be deemed unrestricted.
 - Gifts whose source or value is not transparent.
- In conducting the review, the Board must consider any obligations created or liabilities posed by the gift for the Organization, including but not limited to:
 - Marketability of the gift.
 - Carrying costs.
 - Appraisal costs.
 - Ongoing fiduciary obligations.

- Environmental liabilities for gifts of real property, including under the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA) of 1980.
- Issues with title.
- Reputational harm from accepting the gift.
- Restrictions on use of the gift, both imposed by the donor and legally, such as conditions, covenants, easements, liens, or encumbrances.

Valuing Gifts. Where appraisals are needed to determine the value of the gift, the donor shall in most circumstances be responsible for obtaining an independent appraisal.

Acknowledgment of Gifts. The Organization will provide acknowledgments to donors meeting the Internal Revenue Code's substantiation requirements for property received by the Organization as a gift. This may include completing required tax forms where applicable, such as Form 1098-C, Contributions of Motor Vehicles, Boats, and Airplanes. The Board of Directors shall be responsible for ensuring acknowledgments and necessary forms are completed by the Executive Director.

IRS Filings. The Board of Directors shall be responsible for ensuring the Executive Director has completed all filings required by the IRS of the Organization in connection with gifts received by the Organization. The Organization is not responsible for completing any IRS filings required of the donor.

Fees. The Organization will not compensate, whether through commissions, finders' fees, or other means, any third party for directing a gift or donor to the Organization.

Donor Bill of Rights. The Organization works to follow The Donor Bill of Rights developed by the Association of Fundraising Professionals (AFP), the Association for Healthcare Philanthropy (AHP), the Council for Advancement and Support of Education (CASE), and the Giving Institute: Leading Consultants to Organizations.

Legal Counsel. Legal counsel shall be engaged where appropriate when the Organization is determining the acceptability of a gift.

The Organization will not provide advice about the tax or other treatment of gifts and will encourage all prospective donors to seek guidance from their own legal counsel and financial advisors relating to their gifts. Any legal counsel engaged by the Organization is employed by the Organization and does not act on behalf of the donor.

Review by counsel is recommended for:

- Gifts of securities subject to buy-sell agreements or other restrictions.
- Gifts involving contracts or other legal documents requiring the Organization to assume an obligation.
- Gifts naming the Organization as a trustee or imposing a fiduciary obligation.
- Gifts with potential conflicts of interest that are at risk for IRS sanctions.
- Gifts of real estate.
- Gifts establishing an endowment fund.
- Other instances in which the Board deems the use of counsel appropriate.

2.15. Legal and Internal Revenue Service Matters.

All legal and internal revenue service matters, verbal or written, shall be immediately directed to the Executive Director and President of the Board. Such matters shall then be reported to the Board in a timely manner.

3. Board Committee Charters

NOTE: Portions of this Section 3 are also included the Bylaws of the Organization. The Bylaws take precedence over this Governance Manual and therefore, any changes(s) to this Governance Manual which contradict the Bylaws will not become effective until the Board approves the corresponding change(s) in the Bylaws.

3.1. Committees of the Board

Creation. The Board shall have the power to create, revoke, or modify any committee or task force deemed necessary. Standing Committees shall include, but are not limited to, the Governance Committee and the Finance Committee.

Composition. A Director, as determined by the Board, shall serve as the Chair of each Committee and members of each Committee will be selected by the Board. Unless otherwise provided in this Governance Manual, each Committee shall include a minimum of three (3) members with a minimum of one (1) member being a member of the Board. Therefore, non- Board members may serve as non-voting, ex-officio members unless determined otherwise by the Board. Furthermore, the President may not be counted for purposes of determining a quorum of any such Committee, with the exception of the Executive Committee, if any.

Reporting of Committee Actions and Authority. All Committees shall report to the Board as the Board may require. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of the Bylaws.

Should the Board delegate any of its powers to a Committee:

- Only the Director(s) who sit on such committee may vote;
- A quorum of the Committee shall be a majority of the Directors sitting on the Committee;
- The Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
- Comply with the requirements of the Open Meeting Act and Open Records Act;
- Report all actions to the Board; and,
- Report such authority on the tax return Form 990

Notice of Committee Meetings. Committees with Board-delegated powers shall provide notice of committee meetings in accordance with the Bylaws. Committees without Board-delegated authority shall provide notice in accordance with the Open Meeting Act to the committee members.

If a committee member does not receive notice of a committee meeting but attends the meeting, they shall be deemed to have received notice of the committee meeting unless the purpose of attending the meeting is to dispute having the meeting due to inadequate notice. Notice of such committee meetings may be given verbally or via electronic transmission, where not subject to the Open Meeting Act.

Service, Resignation, and Removal. In addition to the requirements set forth in the Bylaws, Committee members who agree to serve shall be subject to the following terms:

- Serve for one term which consists of twelve (12) months. Consecutive terms are permitted with no term limitation, except as provided by the Bylaws on service as a Director, and partial terms may be acceptable in unusual circumstances;
- Serve at the pleasure of the Board and may be removed from a committee with or without cause by the Board;
- Provide written notification of resignation to the Committee Chair for a resignation prior to the expiration of their term. Replacements shall be determined by the Board.

3.2. Executive Committee Charter

Creation and Purpose. The Board may vote to create or dissolve an Executive Committee at any regular or special meeting. If dissolved, the Board may re-establish the Executive Committee as needed. The Executive Committee shall provide guidance to the Executive Director between Meetings of the Board, subject to the control and direction of the Board. The Board may vote to empower the Executive Committee to exercise the powers of the Board or may withdraw such authority at any time.

Duties. The Executive Committee shall have the following duties:

- Provide guidance to the Executive Director between meetings of the Board;
- Ensure the President and Vice-President conduct an annual performance review for the Executive Director;
- Annually review compensation arrangements for the Executive Director;
- Review benefits for the entire organization to ensure such are reasonable, based on competent survey information, and the result of arm's length bargaining; and,
- When requested by the Board through a written resolution, act within the authority provided in the written resolution of the Board.

Limitations. The Board may vote to empower the Executive Committee to exercise the powers of the Board or may withdraw such authority at any time. Should the Executive Committee have the authority to act on behalf of the Board, at no time shall the Executive Committee have the power to act on the following:

- Amend or repeal the Bylaws;
- Amend or repeal the Certificate of Incorporation;
- Effectuate a Dissolution, a Merger, or a sale of Organization's assets;
- Create or amend the budget;
- Create or amend any of the policies approved by the Board; or
- Terminate the employment of the Executive Director.

Composition. The Executive Committee shall be composed of the elected officers as set forth in the Bylaws of the Organization and other Directors, as determined by the Board. Only Officers and other Directors as determined by the Board may sit on the Executive Committee.

Election, Resignation, and Removal. Election, resignation, and removal of an Officer are set forth in the Bylaws.

Authority and Voting Rights. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of the Bylaws. The Executive Committee shall not have the authority to act on behalf of the Board in any capacity without the resolution of the Board.

Meetings and Procedures. The Executive Committee may meet prior to each meeting of the Board or as needed. The Executive Committee shall be subject to the meeting requirements set forth in Section 5 of the Bylaws.

Quorum and Voting. A quorum of the Executive Committee shall not be less than four (4) Directors. The Executive Director may not be counted for purposes of determining a quorum. Each member of the Executive Committee shall have one vote. Routine business shall be transacted by a majority vote of the Officers at any meeting where a quorum is present unless determined otherwise by the Bylaws. Proxies may not be used.

3.3. Governance Committee Charter

Creation and Purpose. The Governance Committee shall be a standing committee of the Organization. The purpose of the Governance Committee is to aid the Board in the continual development of the Board.

Duties. The duties of the Governance Committee are as follows:

- Assist the Board in the review of and recommendations concerning the Organization's Bylaws and this Governance Manual;
- Conduct an analysis of the Board to determine the needed areas of diversification, including, but not limited to, skill set, occupation, age, race, ethnicity, and gender;
- Solicit names of possible candidates and research such candidates for Officers and Directors prior to placement on a slate for submission to the Board;
- Provide a slate of candidates for Officers and Directors to the Board (each slate may include multiple names for each position) at least fifteen (15) days prior to the election. Each slate may include multiple names for each position;
- Rotate the Board terms to allow for approximately one-third (1/3) of the Board to be slated for election year with flexibility to allow for rotating terms;
- Annually review individual Board meeting requirements as set forth in the Organization's Bylaws and the Open Meeting Act and offer guidance and alternatives to those meeting the requirements;
- Annually review and recommend changes to the Board concerning amendments to the Certificate of Incorporation and Bylaws;
- Develop and provide orientation and training for all Directors that addresses a Director's responsibilities, the Organization's purpose, history, methods of operation, and organization activities and, information concerning day-to-day operations;
- Propose, as appropriate, changes in board structure and operation;
- Provide ongoing counsel to the President and other Officers on enhancing Board effectiveness;
- Ensure the Conflict of Interest Policy set forth in the Organization's policies is enforced;
- Manage conflicts between Directors;
- Recommend removal of Officers and Directors; and,
- Have such other duties as determined by the Board.

Composition and Requisite Skills. A Director as determined by the Board shall serve as the Chair of the Governance Committee and members of the Governance Committee will be selected by the Board. The

Committee shall include a minimum of three (3) members with a minimum of two (2) members being members of the Board. The Executive Director will serve as a non-voting Staff Liaison. Directors who are seeking election or re-election shall not serve on the Board Governance Committee unless requested to do so by the Board. Governance Committee members should have one or more of the following skills:

- Knowledge of the Community;
- An ability to solicit new Directors and Officers;
- An ability to evaluate Board composition, structure, and performance; and,
- An ability to consider skill sets that are needed for the Board and skills with respect to the Organization's program, needs, activities, and diversity.

Attendance Requirements, Resignation, or Removal. Attendance of a majority of the committee meetings is mandatory. Those unable to attend in person may participate electronically. Resignation by a Committee Member must be provided to the Chair of the Committee who will report the resignation to the Board at the next meeting of the Board. Committee Members may be removed by a vote of the Committee or by a vote of the Board.

Authority and Voting Rights. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of the Bylaws. The Governance Committee shall not have the authority to act on behalf of the Board in any capacity.

Quorum. A quorum of the Governance Committee shall consist of a majority of members sitting on the Governance Committee unless the Board has delegated authority to act on behalf of the Board to the Governance Committee, then quorum and voting requirements are set forth above.

3.4. Finance Committee Charter

Creation and Purpose. The Finance Committee shall be a standing committee of the Organization. The purpose of the Finance Committee is to provide financial oversight for the Organization and to report the financial position to the Board.

Duties. The Duties of the Committee are as follows:

- Oversee the financial condition, accountability, and viability of the Organization;
- Review contracts with third parties that have a meaningful impact on the financial position of the Organization;
- Present financial reports to the Board at each meeting of the Board;
- Oversee, review, and recommend amendments to the Board concerning the financial policies of the Organization;
- Review and audit draft, if any;
- Review Form 990 with the preparer requesting any known discrepancies or known errors be amended prior to its submission to the Board;
- Ensure Form 990 is presented to the Board by the preparer or in the absence of the preparer by a member of the Finance Committee;
- Review the annual budget prior to submission to the Board for approval;
- Monitor investments, if any;
- Aid the staff with the creation of the annual budget and financial planning;
- Implement the duties assigned to the Finance Committee in accordance with the financial policies of the Organization;

- Aid the staff in supplying information to the CPA to complete Form 990;
- Annually review compensation arrangements to determine whether compensation arrangements and benefits are: (i) reasonable; (ii) based on competent survey information; and (iii) the result of arm's length bargaining;
- Annually review and determine whether partnerships, joint ventures, and arrangements with management organizations: (i) conform to the Organization's written policies; (ii) are properly recorded; (iii) reflect reasonable investment or payments for goods and services; (iv) further charitable purposes; and (v) do not result in inurement, impermissible private benefit, or an Excess Benefit Transaction, as defined in the Conflict of Interest Policy in Section 4 of this Governance Manual.
- Review the risk management plan developed by the staff or designee to determine whether insurance coverage plans are deemed to be adequate and based on current information and/or asset lists;
- Assist other Directors with all aspects of donation stewardship;
- Assist the Board, President, and staff in establishing and implementing a comprehensive fundraising plan, resulting in higher levels of individual and corporate giving;
- Assist in the creation and preparation of the Annual Report; and,
- Fulfill other duties as determined by the Board.

Composition and Requisite Skills. The Treasurer, or other Director as determined by the Board, shall serve as the Chair of the Finance Committee. The Finance Committee shall include a minimum of three (3) members with a minimum of one (1) member being a member of the Board. Committee members should have one or more of the following skills:

- Understanding of the Organization's mission and financial goals;
- Understanding of the Organization's various programs;
- Ability to read and understand financial statements;
- Ability to compare and contrast financial data over multiple time periods;
- Ability to project financial needs of the Organization; and/or,
- Ability to interpret the financial implications of contracts.

Attendance Requirements, Resignation, or Removal. Attendance of a majority of the committee is mandatory. Those unable to attend in person may participate electronically. Resignation by a Committee Member must be provided to the Chair of the Committee who will report the resignation to the Board at the next meeting of the Board. Committee Members may be removed by a vote of the Committee or by a vote of the Board.

Authority and Voting Rights. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of the Organization's Bylaws. The Finance Committee shall not have the authority to act on behalf of the Board in any capacity.

Quorum. A quorum of the Finance Committee shall consist of a majority of members sitting on the Finance Committee unless the Board has delegated authority to act on behalf of the Board to the Finance Committee, then quorum and voting requirements are set forth above.

3.5. Audit Committee Charter

Creation and Purpose. The Audit Committee shall be a standing committee of the Organization. The purpose of the Audit Committee is to oversee the request for proposals and the audit process. The Audit Committee Chair shall be appointed by the Board of Directors.

Duties. The Duties of the Committee are as follows:

- Evaluate audit firms for requisite skills and experience to conduct an audit;
- Oversee the release of requests for proposals to a minimum of three (3) audit firms every three (3) to ten (10) years;
- Present all audit proposals with recommendations to the Board;
- Oversee the auditor and act as a liaison between the auditor and the Board;
- Review the external auditor's audit plan and approve any non-audit services needed to complete the audit including, but not limited to, bookkeeping, financial information systems design, appraisal/valuation services, and actuarial services;
- Review the audit draft;
- Review the audit findings with accompanying financial information and management letter;
- Review and accept audit findings and/or reports within ninety (90) days of the close of the fiscal year unless otherwise approved by the Board;
- Work with staff to act on recommendations made by the auditor;
- Ensure the audit is presented to the Board by the auditor or in the absence of the auditor by a member of the Audit Committee at the next official meeting of the Board;
- Strive to meet three (3) times per year; attendance in person or via electronic communication to a majority of the Audit Committee meetings is mandatory;
- Act in accordance with the Whistleblower Policy in Section 4.4 of this Governance Manual;
- Annually review and, when needed, implement the Crisis Management Plan in Section 5 of this Governance Manual;
- Annually review and, when needed, implement the Succession Plan in section 5 of this Governance Manual;
- Annually review the Gift Acceptance Policy in Section 2 of this Governance Manual and make compliance and amendment recommendations, if any, to the Board;
- Make recommendations to the Board, as requested by the Board regarding gift acceptance in accordance with Section 2 of this Governance Manual;
- Annually review the Investment Policy in Section 2 of this Governance Manual and make compliance and amendment recommendations, if any, to the Board;
- Make recommendations to the Board, as requested by the Board regarding investments in accordance with Section 2 of this Governance Manual;
- Fulfill other duties as determined by the Board.

Composition and Requisite Skills. A Director, as determined by the Board, shall serve as the Chair of the Audit Committee. The Audit Committee shall include a minimum of two (2) members with a minimum of one (1) member being a member of the Board. Committee members should have one or more of the following skills:

- Understanding of accounting and preferably of GAAP;
- Prior experience reviewing audit proposals; and,
- Willingness to work with other committees regarding the Organization's needs and financial responsibilities.

Attendance Requirements, Resignation, or Removal. Attendance of a majority of the committee is mandatory. Those unable to attend in person may participate electronically. Resignation by a Committee Member must be provided to the Chair of the Committee who will report the resignation to the Board at the next meeting of the Board. Committee Members may be removed by a vote of the Committee or by a vote of the Board.

Authority and Voting Rights. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of the Organization's Bylaws. The Audit Committee shall not have the authority to act on behalf of the Board in any capacity.

Quorum. A quorum of the Audit Committee shall consist of a majority of members sitting on the Audit Committee unless the Board has delegated authority to act on behalf of the Board to the Audit Committee, then quorum and voting requirements are set forth above.

The Audit Committee may be combined with the Finance Committee until the Board determines that it is in the best interest of the Organization to split the two committees into the Audit Committee and Finance Committee.

3.6. Development Committee Charter

Creation and Purpose. The Development Committee shall be a standing committee of the Organization. The purpose of the Development Committee is to oversee the request for proposals and the audit process. The Development Committee Chair shall be appointed by the Board of Directors.

Duties. The Duties of the Committee are as follows:

- Work with staff to create a Development Plan that will set fundraising goals to assess progress towards meeting those goals;
- Develop an expectation for financial contributions from all members of the Board and provide leadership by making their personal gifts to the Organization;
- Willingness to identify, cultivate, ask, and/or steward donors;
- Arrange for Board training in fundraising and other forms of development;
- Potentially oversee special fundraising event(s). Provide support and assistance as needed to event coordinators and other fundraising issues that support the mission of the events;
- Report to the Board of Directors for the Organization at each Board meeting explaining the goals and status of success toward those goals; and,
- Fulfill other duties as determined by the Board.

Composition and Requisite Skills. A Director, as determined by the Board, shall serve as the Chair of the Development Committee. The Development Committee shall include a minimum of three (3) members with a minimum of two (2) members being a member of the Board. Committee members should have one or more of the following skills.

- Willingness to identify, cultivate, ask, and steward donors;
- Knowledge of the Organization's history, mission, and goals;
- Willingness to work with other committees in regards to the Organization's needs and financial responsibilities; and,
- Have public relations and/or communications skills.

Attendance Requirements, Resignation, or Removal. Attendance of a majority of the committee is mandatory. Those unable to attend in person may participate electronically. Resignation by a Committee Member must be provided to the Chair of the Committee who will report the resignation to the Board at the next meeting of the Board. Committee Members may be removed by a vote of the Committee or by a vote of the Board.

Authority and Voting Rights. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of the Organization's Bylaws. The Development Committee shall not have the authority to act on behalf of the Board in any capacity.

Quorum. A quorum of the Development Committee shall consist of a majority of Director(s) sitting on the Development Committee unless the Board has delegated its authority to the Development Committee, then quorum and voting requirements are set forth above.

3.7. Advisory Committee.

The Board may provide for one or more advisory committees consisting of individuals with extended service, contacts, and/or expertise to aid the Organization or who work within areas or fields deemed appropriate to further the mission of the Organization.

Advisory Committee Members shall be selected, and/or removed with or without cause, by a majority vote of a quorum of the Board. Such Advisory Committee Members shall not have voting rights, be considered as members of the Organization, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in the Bylaws.

The Board may provide additional policies to establish duties and/or benefits of one or more levels of Advisory Committees.

4. Board of Director Policies

4.1. Background Screening

The Organization requires volunteers, including Board members, to satisfactorily complete a background check prior to volunteering for the Organization. Background checks by Organization may include the following:

- Social security number verification.
- Criminal records from the court jurisdiction in which the applicant or employee resides and works.
- State criminal records.
- FBI or other national criminal database.
- National sex offender registry.
- Child abuse registry or child protective services check where permissible by law.

All information obtained as a result of the background check will be used solely for volunteer purposes.

Board members will be responsible for the cost of the background check. The Organization will be responsible for the cost of the background check for non-Board member volunteers.

When a background check is required, you must complete the Background Check Authorization Form. Failure to timely complete an authorization may result in termination of Organization's consideration of

your application. Falsification or omission of information may result in denial of employment or discipline, up to and including termination.

The Background Check Authorization Form will be provided by the company conducting the Background Checks on behalf of the Organization.

All background check information will be kept confidential. The Organization complies with all applicable federal, state, and local laws regarding background checks.

Board members agree to make the Board aware of any criminal activity or formal disciplinary proceedings as soon as possible. Such disclosures must be made to the Board President via email.

4.2. Confidential Information

The Organization keeps certain types of information confidential for important business reasons. Because of the importance of maintaining the confidentiality of certain information, and because effective confidentiality protocols require the involvement and cooperation of The Organization's volunteers, The Organization has implemented this Confidential Information Policy.

Definition of Confidential Information. Confidential information includes, but is not limited to, all information belonging to the Organization and not generally known, in spoken, printed, electronic, or any other form or medium and any information that any other person or entity has entrusted to The Organization in confidence.

Confidential information also includes other information that is marked or otherwise identified as confidential or proprietary, confidential information of minors, or information that would otherwise appear to a reasonable person to be confidential or proprietary in the context and circumstances in which the information is known to be used. Confidential information includes PHI under HIPPA.

Protocols for Maintaining Confidentiality. All volunteers, including Board and committee members, must treat all confidential information as strictly confidential, both while volunteering and after volunteering at the Organization ends. To maintain the confidentiality of the Organization's confidential information, all volunteers must follow these protocols:

- Do not access or use any confidential information to which the Organization has not provided access or authorization to use.
- Do not directly or indirectly disclose, publish, communicate, or make available confidential information to any entity or person that does not have a need to know and use the confidential information, except as required to perform authorized volunteer duties or otherwise permitted by this policy.
- Do not remove confidential information from the Organization unless specifically approved.
- Do not discuss confidential information in public where it may be overheard, including elevators, restaurants, cabs, and public transportation.
- In the event of an inadvertent disclosure of confidential information, immediately inform the President of the Board and the Executive Director so that measures can be taken to minimize the damage to the Organization.
- Departing volunteers must return any confidential information in their possession to the Organization.

Annual Confidentiality Statement. All Directors and committee members must annually certify the Confidentiality Statement attached at the end of this Governance Manual.

4.3. Conflict of Interest Policy

Purpose. The purpose of this Conflict of Interest Policy is to protect the interests of the Organization when it is contemplating entering into a transaction or arrangement that might benefit or appear to benefit the private interest of any present or former director, officer, employee, or volunteer of the Organization, indirectly benefit a Related Party, or result in a possible Excess Benefit Transaction. The Organization is organized to serve the public interest, and each director, officer, employee, and volunteer must act and use good judgment to maintain and further the public's trust and confidence in the Organization.

This Policy establishes guidelines, procedures, and requirements for:

- Identifying a Conflict of Interest and situations that may result in an actual, potential, or perceived Conflict of Interest; and
- Appropriately managing a Conflict of Interest in accordance with legal requirements and the goals of accountability and transparency.

This Policy is intended to supplement but not replace any state and federal laws governing conflicts of interest applicable to not for profit and charitable organizations.

Definitions. The following definitions apply to this Conflict of Interest Policy:

Conflict of Interest means situations where, in the judgment of the Organization's Board of Directors:

- The outside interests or activities (such as Covered Interests) of a director, officer, employee, or volunteer interfere or compete with the Organization's interests.
- The stake of a director, officer, employee, or volunteer in a transaction or arrangement is such that it reduces the likelihood that such person's influence can be exercised impartially in the best interests of the Organization.
- A director, officer, employee, or volunteer has divided loyalties.
- An Excess Benefit Transaction would occur.

Covered interest means when any director, officer, employee, or volunteer has directly, or indirectly through a Related Party:

- An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
- A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement.
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- A legal commitment or financial interest, including by virtue of a Board appointment, employment position, or volunteer arrangement, to act in the interests of another entity or individual.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Covered Interest is not necessarily a Conflict of Interest. Under this policy, a

person who has a Covered Interest may have a Conflict of Interest only if the Board decides that a Conflict of Interest exists.

Excess Benefit Transaction means any transaction in which an economic benefit is provided by the Organization, directly or indirectly, to or for the use of a disqualified person and the value of the economic benefit provided by the Organization exceeds the value of the consideration (including the performance of services) received by the Organization. A "disqualified person" is any person who was in a position to exercise substantial influence over the affairs of the Organization at any time during a five-year lookback period, ending on the date of the transaction, and includes but is not limited to the Organization's directors, officers, and Related Parties, as defined herein.

Interested Person means any director, officer, employee, or volunteer who has a direct or indirect Covered Interest.

Related Party means any one of the following persons or entities:

- Any director, officer, employee, or volunteer of the Organization or its affiliates.
- Any Relative of any individual described in subsection 5(a) above.
- Any entity or trust of which any individual described in subsection 5(a) or 5(b) above serves as a director, trustee, officer, employee, or volunteer.
- Any entity or trust in which any individual described in subsection 5(a) or 5(b) above has a thirty-five percent (35%) or greater ownership or beneficial interest.
- Any partnership or professional corporation in which any individual described in subsection 5(a) or 5(b) above has a direct or indirect ownership interest in excess of five percent (5%).
- Any other entity or trust in which any individual described in subsection 5(a) or 5(b) above has a material financial interest.

Relative means any one of the following persons:

- The spouse or domestic partner of an Interested Person.
- The ancestors of an Interested Person.
- The siblings or half-siblings, children (whether natural or adopted), grandchildren, and great-grandchildren of an Interested Person.
- The spouse or domestic partner of any person described in subsection immediately above.

Conflict of Interest Procedures. The following procedures shall be utilized for conflict of interest purposes:

Duty to Disclose. An Interested Person must disclose the existence of any actual, potential, or perceived Conflict of Interest as soon as such Interested Person identifies that there may be a Conflict of Interest, and before the Organization enters into the proposed transaction or arrangement that gives rise to the Conflict of Interest.

- The disclosure shall be made to:
 - Board of Directors if the Interested Person is a director or officer; or
 - Interested Person's direct supervisor if the Interested Person is an employee or volunteer, who shall in turn inform the Board of Directors of the disclosed Conflict of Interest.
- The Interested Person shall be given the opportunity to disclose all material facts to the Board of Directors, or appropriate Committee as determined by the Board of Directors,

concerning the proposed transaction or arrangement, including the circumstances giving rise to the Conflict of Interest.

Determining Whether a Conflict of Interest Exists. After disclosure of the actual, potential, or perceived Conflict of Interest, the Board of Directors shall determine whether a Conflict of Interest exists by following the procedures described below:

- The Interested Person shall disclose all material facts relating to the potential Conflict of Interest to the Board of Directors.
- After any discussion between the Board of Directors and the Interested Person, the Interested Person shall leave the Board meeting while the determination of a Conflict of Interest is discussed and voted upon.
- The Board of Directors, other than the conflicted Interested Person(s), shall determine if a Conflict of Interest exists. If the remaining Board determines by majority vote that no conflict exists, no further review of the transaction by the board is required if not ordinarily required in the normal course of business. The discussion and determination of the existence of a Conflict of Interest shall be documented in accordance with the procedures outlined in this policy below.
- The determination that a Conflict of Interest exists shall not preclude the Board (other than the conflicted Interested Person(s)) from approving the matter, but such determination shall require the Board to follow the procedures outlined in this policy.

Procedures for Addressing the Conflict of Interest. To address a Conflict of Interest, the board shall follow the procedures described below:

- An Interested Person may make a presentation at the Board meeting, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the Conflict of Interest.
- The Interested Person shall not attempt to intervene with or improperly influence the deliberations or voting on the matter giving rise to the Conflict of Interest.
- The Board shall, if appropriate, appoint a disinterested person or committee to investigate market information and alternatives to the proposed transaction or arrangement, including obtaining comparability data when determining compensation.
- After exercising due diligence, the Board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is: (i) in the Organization's best interests; (ii) for its own benefit; and (iii) fair and reasonable.
- In conformity with the above determinations, the Board shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflict of Interest Policy. Violations of this Conflict of Interest Policy shall be subject to the following:

- If the Board has reasonable cause to believe an Interested Person has failed to disclose an actual, potential, or perceived Conflict of Interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.
- If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Board determines the Interested Person has failed to

disclose an actual, potential, or perceived Conflict of Interest, it shall take appropriate disciplinary and corrective action, up to and including termination of employment or volunteering, or removal from the Board.

- Each director, officer, employee, and volunteer is responsible for reporting to his or her manager or to the board any suspected failure to disclose by any Interested Person, regardless of position. Disclosure of such failure to disclose shall never result in retaliation. Any retaliation for such disclosure will not be tolerated by the Organization and may result in corrective action, up to and including termination of employment or volunteering, or removal from the Board.
- Conduct that violates this Policy is always considered outside the scope of employment of any employee acting on behalf of the Organization.

Confidentiality. The Organization shall maintain the confidentiality of any disclosures made in connection with this Policy and limit access to the information as much as is reasonably possible under the circumstances. Each director, officer, employee, and volunteer shall exercise care not to use, publish, or disclose confidential information acquired in connection with disclosures of actual, potential, or perceived Conflicts of Interest during or subsequent to his or her employment, participation as a volunteer, or participation on the board of directors.

Records of Proceedings. The minutes of the meeting(s) of the Board shall contain:

- The names of the persons who disclosed or otherwise were found to have an actual, potential, or perceived Conflict of Interest; the nature of the disclosed interest; any action taken to determine whether a Conflict of Interest was present; whether the Interested Person was present during the determination; and the Board's decision as to whether a Conflict of Interest in fact existed.
- The names of the persons who were present for discussions by the Board of the proposed transaction or arrangement; the votes relating to the transaction or arrangement; the content of the discussion, including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

The Board minutes shall be approved as reasonable, accurate, and complete before the later of:

- The next Board meeting.
- Sixty (60) days after the final actions of the Board are taken.

Compensation. The following procedures shall apply for purposes of compensation:

- A voting director on the Board of Directors who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that Director's compensation.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that committee member's compensation.
- No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statement and Disclosures. Each director, officer, committee member, and volunteer shall annually disclose all Conflicts of Interest in writing on the Organization's disclosure form in accordance with this Policy and sign a statement that affirms that such person:

- Has received a copy of this Policy;

- Has read and understands this Policy;
- Has agreed to comply with this Policy;
- Has no Conflict of Interest to report or is reporting current Conflicts of Interest; and
- Understands that the Organization is charitable and, in order to maintain its federal tax exemption, must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its reputation or tax-exempt status, periodic reviews shall be conducted by the Finance Committee. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are: (i) reasonable; (ii) based on competent survey information; and (iii) the result of arm's length bargaining; and
- Whether partnerships, joint ventures, and arrangements with management organizations: (i) conform to the Organization's written policies; (ii) are properly recorded; (iii) reflect reasonable investment or payments for goods and services; (iv) further charitable purposes; and (v) do not result in inurement, impermissible private benefit, or an Excess Benefit Transaction.

Use of Outside Experts. When conducting a Conflict of Interest determination or a periodic review as provided for in, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its fiduciary duties or responsibilities when considering a transaction or arrangement with an Interested Person or Related Party, or for ensuring periodic reviews are conducted.

4.4. Whistleblower Policy

The purpose of the Whistleblower Policy is to encourage and protect the reporting of wrongful activities and to deter retaliation against a board member, committee member, or employee for reporting those activities. No conviction of any person shall be required to afford protection for any board member, committee member, or employee under this section. No Board member or employee of the Organization shall prohibit reporting of wrongful activities or take disciplinary action against a Board member, committee member, or employee of the Organization for:

- Disclosing public information to correct what a Board member, committee member, or employee reasonably believes evidences a violation of the Oklahoma Constitution or law or a rule promulgated pursuant to law or the Organization Bylaws;
- Reporting a violation of the Oklahoma Constitution, state or federal law, rule or policy, the Organization Bylaws, mismanagement, a gross waste of public funds, an abuse of authority, or a substantial and specific danger to public health and safety;
- Discussing the operations and functions of the Organization, either specifically or generally, with the IRS, law enforcement, the print or electronic media, or other persons in a position to investigate or initiate corrective action; and,
- Taking any of the above actions without giving prior notice to the Executive Director or Board.

The Whistleblower Policy shall not interfere in prohibiting disciplinary action of a Board member, committee member, or employee who discloses information which the individual knows to be false, knowingly and willingly discloses with reckless disregard for its truth or falsity or knows to be confidential pursuant to law. For any individual aggrieved pursuant to the Whistleblower Policy, she/he may file a complaint and be treated with appropriate confidentiality. Any complaint should be reported to the President or to any member of the Audit Committee or should the Audit and Finance Committee be combined, to any member of such combined committee.

4.5. Anti-Discrimination Policy

The Organization strictly prohibits and does not tolerate discrimination against employees, volunteers, applicants, or any other covered person because of race, color, religion, creed, national origin or ancestry, sex (including gender, sexual orientation, gender identity/expression, and pregnancy), age, physical or mental disability, veteran status, genetic information, citizenship, or any other characteristic protected under applicable federal, state, or local law.

All Organizational employees, other workers, and representatives are prohibited from engaging in unlawful discrimination. This policy applies to all terms and conditions of the Executive Director's employment, including, but not limited to, hiring, training, promotion, discipline, compensation, benefits, and termination of employment.

See Section 4.7 Complaint Procedure Policy for discrimination complaints.

No one will be subject to, and the Organization prohibits, any form of discipline, reprisal, intimidation, or retaliation for good faith reports or complaints of incidents of discrimination of any kind, pursuing any discrimination claim, or cooperating in related investigations.

4.6. Anti-Harassment Policy

The Organization strictly prohibits and does not tolerate unlawful harassment against employees or any other covered person, including interns.

Anti-Harassment. The Organization's Anti-harassment Policy applies equally to harassment based on an employee, applicant, or any other covered person because of race, color, religion, creed, national origin or ancestry, sex (including gender, sexual orientation, gender expression, and pregnancy), age, physical or mental disability, veteran status, genetic information, citizenship, or any other characteristic protected under applicable federal, state, or local law.

Such harassment often takes a similar form to sexual harassment, defined below, and includes harassment that is:

- Verbal (for example, epithets, derogatory statements, slurs, derogatory comments, or jokes).
- Physical (for example, assault or inappropriate physical contact).
- Visual (for example, displaying derogatory posters, cartoons, drawings or making derogatory gestures).
- Online (for example, derogatory statements or sexually suggestive postings in any social media platform including Facebook, Twitter, Instagram, Snapchat, etc.).

This list is illustrative only, and not exhaustive. No form of harassment will be tolerated. Harassment is prohibited both at the workplace and at Organization events.

Sexual Harassment. All the Organization employees, other workers, and representatives, including volunteers and visitors, are prohibited from harassing employees and other covered persons based on that individual's sex or gender (including pregnancy) and regardless of the harasser's sex or gender.

Sexual harassment means any harassment based on someone's sex or gender. It includes harassment that is not sexual in nature (for example, offensive remarks about an individual's sex or gender), as well as any unwelcome sexual advances or requests for sexual favors or any other conduct of a sexual nature when any of the following is true:

- Submission to the advance, request, or conduct is made either explicitly or implicitly a term or condition of employment.
- Submission or rejection of the advance, request, or conduct is used as a basis for employment decisions.
- Such advances, requests, or conduct have the purpose or effect of substantially or unreasonably interfering with an employee's work performance by creating an intimidating, hostile, or offensive work environment.

The Organization will not tolerate any form of sexual harassment, including but not limited to:

- Verbal (for example, epithets, derogatory statements, slurs, sexually-related comments or jokes, unwelcome sexual advances or requests for sexual favors).
- Physical (for example, assault or inappropriate physical contact).
- Visual (for example, displaying sexually suggestive posters, cartoons, or drawings, sending inappropriate adult-themed gifts, leering, or making sexual gestures).
- Online (for example, derogatory statements or sexually suggestive postings in any social media platform, including Facebook, Twitter, Instagram, Snapchat, etc.).

This list is illustrative only, and not exhaustive. No form of sexual harassment will be tolerated. Harassment is prohibited both at the workplace and at employer-sponsored events.

See section 4.7 Complaint Procedure Policy for harassment complaints.

No one will be subject to, and the Organization prohibits, any form of discipline, reprisal, intimidation, or retaliation for good faith reporting of incidents of harassment of any kind, pursuing any harassment claim, or cooperating in related investigations.

4.7. Complaint Policy

If a Board or committee member believes they have received unfair treatment, been the object of an incorrect application of these policies, or that there has been a violation, misinterpretation, or inequitable application of any policy in this Governance Manual, that individual may avail themselves of the complaint procedure described below.

Time Frame. To ensure proper resolution of grievances, Board and committee members should follow the established time frames whenever possible. Grievances should be filed within 5 business days after the event that is the basis of the grievance. Grievances that are not filed and appealed within a reasonable time, as determined by the Board of Directors, after the occurrence of the event will be considered to have been waived.

Complaint Procedure. Board and committee members are encouraged to use the following procedure when they believe that they have been treated unfairly or that a policy has been incorrectly applied. No Board or committee member will be discriminated against for filing a grievance or appeal in accordance with this procedure:

1. Before filing a grievance, the Board or committee member shall first discuss the problem that gave rise to the grievance with the person with which the Board or committee member is struggling with.
2. If the informal discussion does not resolve the problem, the Board or committee member shall prepare an oral or written grievance and file it with the Chair of the Governance Committee.

3. Upon receipt of the written grievance, the Chair of the Governance Committee shall schedule a meeting with the aggrieved party within 5 business days to discuss the grievance.
4. The Chair of the Governance Committee shall take the written grievance and notes from their meeting to the Governance Committee to discuss next steps.
5. The Governance Committee shall recommend next steps to the Board of Directors for approval. The Board of Directors may schedule a meeting with the complainant or conduct further investigation, as determined by the Board.
6. The Board of Directors shall issue a written response to the complainant within 30 business days of either receipt of the Governance Committees recommendation, or, where further meetings or investigation is required, within 20 business days of the final meeting or investigation.

The Board of Directors has the final say with respect to the resolution of grievances. The President is ultimately responsible for communicating the Board's response to a Board or committee member.

Documentation. Documentation of all grievances will be maintained by the President of the Board of Directors. Documentation will include a description of the complaint, steps taken in response, and a summary of how the concern was addressed.

No Retaliation. No one will be subject to, and the Organization prohibits, any form of discipline, reprisal, intimidation, or retaliation for good faith reports or complaints of incidents of any kind or cooperating in related investigations

4.8. Standards of Conduct

In order to function effectively, the Board shall perform its duties in a lawful and professional manner. Conduct that may be disruptive, unproductive, unethical, or illegal will not be tolerated

The following is a non-exhaustive list of conduct that may violate this policy:

- Falsifying records.
- Engaging in fraud.
- Embezzlement of any kind.
- Removing property from the Organization's premises without authorization.
- Stealing or attempting to steal property.
- Being habitually tardy or absent.
- Fighting on the Organization's property or at events at any time.
- Being under the influence of intoxicating substances such that it impacts ability to act in a professional manner.
- Using offensive or profane language or hate speech during Board meetings or at events.
- Bringing dangerous or unauthorized weapons onto the Organization's premises.
- Defacing the Organization's property.
- Engaging in criminal activity.
- Violating or abusing Organizational policies.
- Neglecting Director duties.
- Bringing the Organization into serious disrepute.

The Board of Directors may consider prior violations and other relevant circumstances in determining whether to counsel, warn, suspend, or remove a Board member.

4.9. Fundraising Policy

Any Board or committee member, supporter, or other affiliate of the Organization who wishes to create an event or gathering where money will be raised or solicited on behalf of the Organization, must abide by the following requirements:

- A written request must be sent to the Executive Director describing the activity, date, time, location, and purpose.
- The proposed activity must be approved by the Executive Director in writing.
- A representative of the Organization must attend or monitor the activity.
- All donations should be dealt with in accordance with the Organization's separation of duties or other financial policies.

No individual may use the Organization's trademark or logo without authorization from the Organization and the execution of a Trademark and Logo Agreement.

4.10. Media Policy

The purpose of this policy is to ensure the quality and consistency of information disseminated to media sources. As such, the following policy shall be enforced:

- All media contacts are to be handled by the Executive Director or designees as determined otherwise by the Board, regardless of who the media representative is, whom they present, or how innocuous the request; and,
- All press releases or other promotional materials are to be approved by the Executive Director prior to dissemination. Failure to comply with the media policy shall be grounds for disciplinary action and/or removal from the Board and/or committee.

Directors are not permitted to respond to media requests unilaterally. All media inquiries should be forwarded to the Executive Director.

4.11. Social Media Policy

The Organization recognizes that the internet provides unique opportunities to participate in interactive discussions and share information on particular topics using a wide variety of social media, such as Facebook, LinkedIn, Twitter, Instagram, Snapchat, Pinterest, Tumblr, blogs, TikTok, and wikis. However, employees' use of social media can pose a risk to the Organization's confidential and proprietary information, reputation, and brands, can expose the company to discrimination and harassment claims, and can jeopardize the Organization's compliance with business rules and laws.

Apart from personal use of social media in accordance with this policy, the Organization encourages Directors to participate responsibly in these media as a means of generating interest in the Organization's events and services, so long as all of the Organization's rules and guidelines regarding social media usage, particularly in a business context, are adhered to.

Compliance with Related Policies and Agreements. All of the Organization's policies that might apply to social media use remain in full force and effect. In particular, the following policies should be kept in mind:

- Anti-Harassment Policy
- Anti-Discrimination Policy
- Confidential Information
- Standards of Conduct

Guidelines for Director’s Use of Social Media. The following sections of the policy provide Directors with common sense guidelines and recommendations for using social media responsibly and safely, in the best interests of the Organization. These guidelines reflect the “duty of loyalty” all Directors owe, and are not intended to add to, contract, limit, or replace applicable mandatory rules, policies, legal requirements, legal prohibitions, and contractual obligations.

Protect the Organization’s, Brands, and Business Reputation. Directors are personally responsible for what they communicate in social media. Remember that what Directors post might be available to read by the public (including the Organization itself, future donors or Directors, and social acquaintances) for a long time. Directors should keep this in mind before posting content.

Directors should make it clear in their social media activity that they are speaking on their own behalf. Directors should never post anonymously to social media sites when their post could be attributed to the Organization, its affiliates, customers, clients, business partners, suppliers, vendors, or other stakeholders. Anonymous posts can be traced back to the original sender’s email address. Follow all guidelines in this policy regarding social media postings.

If Directors disclose their affiliation as a Director of the Organization, it is recommended that the Director also include a disclaimer that their views do not represent those of the Organization. For example, Directors should consider such language as “the views in this posting reflect my personal views and do not represent the views of any other individual or entity.”

Directors should use good judgment about what they post and remember that anything Directors say can reflect on the Organization, even if Directors do include a disclaimer. Directors should always strive to be accurate in their communications about the Organization and remember that their statements have the potential to result in liability for the Director or the Organization. The Organization encourages professionalism and honesty in social media and other communications.

Respect Intellectual Property and Confidential Information. The Organization’s confidential information policy restricts Directors’ use and disclosure of company’s trade secrets, confidential information, and intellectual property. Beyond these mandatory restrictions, Directors should treat the Organization’s trade secrets, intellectual property, and other proprietary information about the Organization’s employees and donors as confidential and refrain from doing anything to jeopardize or unwittingly disclose them through Director’s use of social media. In addition, Directors should avoid misappropriating or infringing on the intellectual property of other companies and individuals, which can create liability for Directors and the Organization.

Respect laws regarding copyrights, trademarks, and other third-party rights. To protect Directors and the Organization against liability for copyright or trademark infringement, where appropriate, references sources of particular information Directors post or upload and cite them accurately. If Directors should have any questions about whether a particular post or upload might violate the copyright or trademark of any person or company, the Director should contact the Executive Director before making the communication.

Respect and Comply with Terms of Use of All Sites You Visit. Do not expose Directors or the Organization to legal risk by using social media sites in violation of its terms of use. Directors should review the terms of use of all social media sites they visit and ensure their use complies with them.

Respect Others. In addition to complying with the Organization’s Anti-Harassment and Anti-Discrimination policies, Directors should not post, or express a viewpoint on another’s post, such as by “liking” a Facebook post, anything that the Organization’s customers, clients, business partners, suppliers, or vendors would find offensive, including ethnic slurs, sexist comments, discriminatory comments, profanity, abusive language, obscenity, or material that is maliciously false.

5. Required Board Planning

5.1. Succession Plan

Purpose. The Executive Director position is central to the success of the Organization in fulfilling its mission. Therefore, the Organization has adopted this Succession Plan to ensure that the Organization is prepared for unplanned or unexpected changes and to help facilitate a smooth leadership transition where such transition is predictable and planned. The purpose of this Succession Plan is to ensure that the organization’s leadership is equipped with the information and strategy to effectively manage the Organization should such planned or unplanned transition occur.

Plan Implementation. The President shall implement the terms of this Succession Plan in the event that the Executive Director is absent. It shall be the responsibility of the Board to review the Organization’s finances to ensure that the Organization is prepared for an unexpected transition. The Organization shall strive to maintain an operating reserve that the President is authorized to access, with Board approval, to facilitate implementation of this Succession Plan. It is the responsibility of the Executive Director to immediately inform the President of the Executive Director’s planned absence when the impending absence is brought to the Executive Director’s attention. Upon notification of such absence, the President shall inform the Board at the next regular meeting or call a special meeting to affirm the procedures outlined in this Succession Plan or to amend such procedures where necessary.

Cross-Training. The Executive Director shall work with staff to ensure that staff members are informed and available to step in and fulfill Executive Director duties in the event of an absence. Such training shall be based on the Executive Director’s job description and shall include training on every essential function of the Executive Director job.

Appointing an Interim Executive Director. The Board shall determine whether or not temporary staffing in the form of an Interim Executive Director is necessary. The President shall carry out the functions of the Executive Director until such time as the Board fills such position, either temporarily or permanently. The Board shall determine if an Interim Executive Director is necessary based on the anticipated duration of the absence, the anticipated return date, accessibility of the former or returning Executive Director, and time constraints of the President. In the event that current Organization staff is available, the Board may consider appointing a staff member or splitting the Executive Director’s duties among designated employees. Board members may not serve as the Interim Executive Director. If a Board member is appointed to the position of the Interim Executive Director, they must step off the Board. In the event that an Interim Executive Director is appointed, the President and Treasurer shall negotiate an independent contractor agreement, which shall include a defined scope of work based on the Organization’s needs at the time of the leadership transition. The rate of compensation shall be based on fair market values of comparable compensation in the industry and market and shall be recorded and maintained by the Organization. The Interim Executive Director, if any, shall have full authority for day-to-day decision-making and independent action granted to the former or returning Executive Director. However, the

Interim Executive Director shall consult the Board prior to taking on any new projects and/or taking policy positions on behalf of the Organization. The Interim Executive Director, if any, shall report to the President or designee.

Filling the Executive Director Position. In the event that the Executive Director has permanently left the position, the Board shall fill the position of the Executive Director. The Board shall appoint a Search Committee to locate and interview potential candidates for the Executive Director position and shall make hiring recommendations to the Board. The Board may, at its discretion, ensure that Executive Director duties continue to be completed while searching for a permanent Executive Director.

Compensation of the Executive Director shall be determined, recorded, and maintained in accordance with Section 2.6 of this Governance Manual.

5.2. Crisis Management Plan

Purpose. Crises are defined as events that can change the way the Organization does business, change the structure of the Organization, or attract attention from the public, elected officials, or the media. The purpose of this Crisis Management Plan is to mitigate or avoid the impact of a crisis on the Organization's operations, organizational structure, or reputation. This Crisis Management Plan shall be kept by the Executive Director in a safe, confidential location when not in use and shall be reviewed by the Audit Committee on an annual basis.

Emergency Response Team. The Executive Committee shall perform the Emergency Response Team duties until such time as the Board creates a separate Emergency Response Team. Immediate, regular, and ongoing communication during a crisis is essential. In many cases, the Emergency Response Team will need to gather together in a centralized location to deal with and respond to the crisis. The Executive Director is responsible for assembling the Emergency Response Team at a centralized location in the event of a crisis.

Crisis Communication. In order to ensure information regarding any crisis is communicated to stakeholders and persons served in a timely and accurate manner, only the Executive Director may communicate with the public or the media. No employee other than the Executive Director is authorized to make any statement on behalf of the Organization absent written consent from the Executive Director. No members of the media shall be allowed on Organization property unless approved in writing by the Executive Director. Employees who are contacted by the media should refer the media representative to the Executive Director.

5.3. Strategic Plan

The Board shall strive to provide for a Strategic Plan approximately every three (3) years. The Strategic Plan should include the following:

- A review of the purpose, Bylaws, and Certificate of Incorporation;
- An assessment of strengths and weaknesses; and,
- Appropriate strategies for meeting identified goals as established by the Organization.

Policy Confirmation Statement

I have read and been informed about the content, requirements, and expectations of the policies for Transition House, Inc. (“Organization”). I have received a copy of the policies and agree to abide by the policy guidelines as a condition of volunteering as a Director or Officer for the Organization, including, but not limited to, the following:

- Whistleblower Policy
- Conflict of Interest Policy
- Standards of Conduct
- Social Media Policy
- Media Policy
- Insurance Policy
- Indemnification Policy
- Sexual and other Harassment Policy
- Record Retention Policy

I understand that if I have questions at any time regarding any policies for the Organization I will consult with the Executive Director or President.

Please read all policies carefully to ensure that you understand them before signing this document.

Director Signature

Date

Director Printed Name

Board Service Agreement

As a board member of Transition House, Inc. (hereinafter referred to as “Organization”), I am fully committed and dedicated to the purpose of the Organization and have pledged to carry out such purpose. I understand that my duties and responsibilities include the following:

1. I understand my legal responsibilities are to make good faith decisions (a duty of care) to be true to the purpose of the organization (a duty of obedience); and, to act in the best interest of the Organization (a duty of loyalty).
2. I will make a personal financial donation annually to the Organization.
3. I am responsible for the oversight and implementation of the Bylaws and policies of the Organization.
4. I will take an active part in reviewing, approving, and monitoring the budget.
5. I will attend board meetings and be available for phone consultations.
6. I will read all consent agenda documentation prior to meetings.
7. I will maintain the confidentiality of information received through my service at the Organization and will sign the Confidentiality Statement per the Governance Manual.
8. I will adhere to the policies of the Organization and I acknowledge that I have received, read, will follow such policies, and will execute the Policy Confirmation Statement per *the Governance Manual*. I understand the policies and their necessity to the tax-exempt status of the Organization.
9. I will take an active part to ensure the Organization is not being utilized to promote, advertise, market, sell or distribute intellectual property, goods, or services that would lead to any form of private benefit to any member of the board or other individual.
10. I will volunteer to be a member of at least one committee.
11. If I am unable to meet my obligations as a board member, I will offer my resignation.

In signing this document, I understand that no rigid standard of measurement and achievement are being formed. I understand every board member is making a statement to act in the best of his or her abilities.

Director Signature

Date

Director Printed Name

Volunteer Liability Waiver

I desire to participate in an event held by or on behalf of Transition House, Inc. (the “Organization”) and engage in activities related to attending such event (the “Activities”).

In exchange for being allowed to participate in the Activities and for other good and valuable consideration, the receipt and sufficiency of which I acknowledge, I hereby freely, voluntarily, and without duress execute this Release and agree to the following terms:

1. **Assumption of Risk**. I am aware and understand that the Activities may be inherently dangerous and may expose me to a variety of foreseen and unforeseen hazards and risks. I understand these risks may include, but are not limited to, witnessing trauma and traumatic experiences, violence, possible exposure to wild animals, property damage, injury, death, illness, and other various hazards. I acknowledge that I am voluntarily participating in the Activities and have considered those risks. I hereby expressly and specifically assume such risks, including any and all risk of injury, illness, harm, or loss that I may incur as a result of my participation in the Activities.

2. **Medical Treatment**. I hereby give consent and authority to the Organization to obtain medical treatment on my behalf if I am injured or require medical attention during my participation in the Activities. I understand and agree that I am solely responsible for all costs related to such medical treatment, medical transportation, and/or evacuation. I hereby release, forever discharge, and hold harmless the Organization from any claim whatsoever in connection with such treatment or other medical services.

3. **Release and Waiver**. I hereby fully and forever release and discharge the Organization, its directors, employees, agents, volunteers, and other representatives, directors, employees, agents, volunteers, and other representatives (the “Released Parties”), from, and expressly waive, any and all liability, claims, and demands of whatever kind or nature, either in law or in equity that may arise from my participation in the Activities. I covenant not to make or bring any such claim or demand against the Released Parties, and fully and forever release and discharge the Released Parties from liability under such claims or demands.

I UNDERSTAND THAT THIS RELEASE DISCHARGES THE RELEASED PARTIES FROM ANY LIABILITY OR CLAIM THAT I MAY HAVE AGAINST THE RELEASED PARTIES WITH RESPECT TO ANY BODILY INJURY, PERSONAL INJURY, ILLNESS, DEATH, PROPERTY DAMAGE, OR PROPERTY LOSS THAT MAY RESULT FROM THE ACTIVITIES, WHETHER CAUSED BY THE NEGLIGENCE OF THE RELEASED PARTIES OR OTHERWISE.

4. **Indemnification**. I hereby agree to indemnify, defend, and hold harmless the Released Parties from any and all liability, losses, damages, judgments, or expenses, including attorneys’ fees that it may incur or sustain as a result of my negligence, recklessness, or willful misconduct in connection with my participation in the Activities, arising out of any third-party claim.

5. **Benefits and Insurance**. I understand that I am a volunteer and not an employee of the Organization and that I will receive no compensation or remuneration for my services and will not be eligible for any employee benefits. I understand that the Organization does not assume any responsibility for or obligation to provide financial assistance or other assistance, including but not limited to medical, health, or disability insurance of any nature in the event of my injury, illness, or death, or damage to or loss of my property.

I also understand that the Organization does not provide workers' compensation insurance for volunteers or attendees. I expressly waive any claim for compensation or liability on the part of the Organization in the event of any injury or medical expense.

6. Photographic Release. I understand and agree that during the Activities, I may be photographed and/or videotaped by the Organization for internal and/or promotional use. I hereby grant and convey to the Organization all right, title, and interest, including but not limited to, any royalties, proceeds, or other benefits, in any and all such photographs or recordings, and consent to the Organization's use of my name, image, likeness, and voice in perpetuity, in any medium or format, for any publicity without further compensation or permission.

____ Initial here if you do not agree to the photographic release. Please notify the Organization via email that you do not consent to be photographed.

7. Miscellaneous. I hereby agree that this Release represents the full understanding between the Organization and me and supersedes all other prior agreements, understandings, representations, and warranties, both written and oral, between us, with respect to the subject matter hereof. If any term or provision of this Release shall be held to be invalid by any court of competent jurisdiction, that term or provision shall be deemed modified so as to be valid and enforceable to the full extent permitted. The invalidity of any such term or provision shall not otherwise affect the validity or enforceability of the remaining terms and provisions. This Release is binding on and inures to the benefit of the Organization and me and our respective heirs, executors, administrators, legal representatives, successors, and permitted assigns. Section headings are for convenience of reference only and shall not define, modify, expand, or limit any of the terms of this Release.

8. Governing Law. All matters arising out of or relating to this Release shall be governed by and construed in accordance with the internal laws of the State of Oklahoma without giving effect to any choice or conflict of law provision or rule (whether of the State of Oklahoma or any other jurisdiction). Any claim or cause of action arising under this Agreement may be brought only in the federal and state courts located in Oklahoma and I hereby consent to the exclusive jurisdiction of such courts.

9. COVID-19. I understand that the Organization will follow state and local requirements for COVID-19 mitigation. I agree to follow such requirements, if any. I understand that this may include me to wear a mask and/or social distance, where required.

BY SIGNING BELOW, I ACKNOWLEDGE THAT I HAVE READ AND UNDERSTOOD ALL OF THE TERMS OF THIS RELEASE AND THAT I AM VOLUNTARILY GIVING UP SUBSTANTIAL LEGAL RIGHTS, INCLUDING THE RIGHT TO SUE THE ORGANIZATION.

Attendee Signature

Date

Attendee Printed Name

Confidentiality Statement

This Agreement is made as of the date written below by and between Transition House, Inc. (the “Organization”) and the individual who has certified this Agreement, written below.

In consideration of the volunteering for the Organization, it is hereby agreed as follows:

The Organization will at all times maintain transparency with sponsors and the general public. Information concerning sponsors and/or fundraising efforts and plans shall not be used to benefit the fundraising efforts of any other organization.

Any request by a sponsor to remain anonymous or to limit information provided to the public shall be honored, except to the extent that the Organization is legally required to disclose the identity of sponsors. All information about sponsors will be kept strictly confidential by the Organization and its representatives unless the sponsor grants permission to release such information.

During my period of volunteer work, the Organization may disclose or cause to be disclosed to me, confidential information relating to client or personnel matters, such as information regarding cases and salaries, medical treatment or diagnosis, terminations, layoffs or promotions, and disciplinary measures regarding individual directors, officers, employees, contract employees, other volunteers, financial information regarding contractual arrangements, pricing, letters of agreement or understanding, intellectual property developed by the Organization, identifiable confidential matters, or information regarding prospective business of the Organization. I recognize such information to be the property of the Organization and I agree to hold such information in trust and solely for the Organization’s benefit and not to disclose such information to those inside or outside the Organization either during or after volunteering, without the written consent of a Director of the Organization.

Upon leaving the Organization I agree not to take with me, without first obtaining the written consent of a director of the Organization, any document or tangible evidence of confidential information or data belonging to, or under the control of, the Organization, whether on disk, record or hard copy, whether an original or a reproduction.

Director/Volunteer Signature

Date

Director/Volunteer Printed Name

Annual Conflict Disclosure Questionnaire

Purpose:

In compliance with Transition House, Inc.'s (the "Organization") Conflict of Interest Policy, each director, officer, employee, and volunteer must annually disclose all actual, potential, or perceived conflicts of interest and any previously unreported conflicts of interest. This form also asks for information to assist the Organization. in accurately completing the required IRS Form 990 annual filing.

Related Party:

As used in this form, "**related party**" means:

- Your relatives, which include your:
 - Spouse or domestic partner.
 - Ancestors.
 - Siblings or half-siblings, children (whether natural or adopted), grandchildren, and great-grandchildren, and their spouses and domestic partners.
- Any entity or trust of which you or your relatives serve as a director, trustee, officer, employee, or volunteer.
- Any entity or trust in which you or your relatives have a thirty-five percent (35%) or greater ownership or beneficial interest.
- Any partnership or professional corporation in which you or your relatives have a direct or indirect ownership interest in excess of five percent (5%).
- Any other entity or trust in which you or your relatives have a material financial interest.

Certification:

By signing this form, you certify that you:

1. Have received a copy of the Organization's Conflict of Interest Policy.
2. Have read and understand the Organization's Conflict of Interest Policy.
3. Have agreed to comply with the Organization's Conflict of Interest Policy.
4. Either have no conflict of interest to report or are reporting current and potential and any previously unreported conflicts of interest.
5. Have answered the questions on this form completely and truthfully.
6. Will notify the President of the Board of Directors immediately if you become aware of an error or material change to the information on this form.
7. Understand that the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

You may add additional pages as needed. If you have concerns about any questions on this form, please contact the President of the Board of Directors.

Questionnaire:

1. NAME: _____
2. POSITION: (check all that apply)
 - Board Member
 - Committee Member

Committee Names(s): _____

Officer

Employee

Employee Position(s): _____

Volunteer

3. **General Disclosures.** Please describe below any relationship, event, activity, transaction, or arrangement you believe could create an actual, potential, or perceived conflict of interest, as described in the Conflict of Interest Policy.

___ I have nothing to report.

___ I have the following information to report.

4. **Positions and Financial Interests.** Please list all other for-profit and non-profit entities for which you or a related party serve or anticipate serving as a director, trustee, officer, employee, consultant, or volunteer, or have an ownership, beneficial, or financial interest in.

___ I have nothing to report.

___ I have the following information to report.

5. **Compensation Received.** Please describe any compensation arrangement (for example, wages, commissions, royalties, honoraria, fees, grants, loans, gifts, favors, or any other direct or indirect benefits) you or any related party have with the Organization or with any entity or individual with which the Organization has a transaction or arrangement.

___ I have nothing to report.

___ I have the following information to report.

6. **Ownership or Investment Interests.** Please describe any ownership or investment interest you or any related party had in any entity with which the Organization had a transaction or arrangement in the past year.

___ I have nothing to report.

___ I have the following information to report.

7. **Sales to the Organization.** Please describe any goods, services, or property that you or any related party sold or provided to the Organization in the past year.

___ I have nothing to report.

___ I have the following information to report.

8. **Purchases from the Organization.** Please describe any goods, services, or property that you or any related party purchased from the Organization in the past year.

- I have nothing to report.
 I have the following information to report.
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-
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9. **Loans.** Please describe any loans made to or from the Organization from or to you or any related party in the past year (other than travel advances and similar indebtedness).

- I have nothing to report.
 I have the following information to report.
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-
-

10. **Other Assistance from the Organization.** Please describe any grants, scholarships, stipends, or other assistance that you or any related party received or became entitled to receive in the past year from the Organization.

- I have nothing to report.
 I have the following information to report.
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-

11. **Legal Proceedings.** Please describe any pending legal proceedings involving the Organization in which you or any related party are a party to or have an interest in.

- I have nothing to report.
 I have the following information to report.
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-
-

CERTIFICATION

Signature

Date

Printed Name and Title