



BOARD MANUAL

(7/01/20 Edition)

Inspiring all girls to be strong, smart and bold

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I. BYLAWS OF GIRLS INCORPORATED OF THE CENTRAL COAST a California Nonprofit Public Benefit Corporation

ARTICLE I: NAME, PRINCIPAL OFFICE, SEAL, AND FISCAL YEAR

Section 1. Name. This corporation shall be known as "Girls Incorporated of the Central Coast" (hereinafter referred to as the "corporation)," unless and until the Articles of Incorporation and these Bylaws shall be amended to change the name of this corporation by resolution duly approved by the board of directors of the corporation (the "Board").

Section 2. Principal Office. The principal office for the transaction of the business of the corporation shall be located in Monterey County, California. The organization may have such other offices and places for carrying on and conducting business in San Benito and Santa Cruz Counties, California, as approved by the Board.

Section 3. Seal. Unless otherwise required by law, the organization shall not be required to use a seal.

Section 4. Fiscal Year. The fiscal year shall begin July 1 and end on June 30.

Section 5. Governing Law. The provisions of the California Nonprofit Public Benefit Corporation Law (referred to herein as the "Law") shall govern the conduct of the affairs of the corporation, except as otherwise provided or modified herein or in the Articles of Incorporation of the corporation to the extent permitted by the Law.

ARTICLE II: MISSION

The mission of the organization shall be to inspire all girls to be Strong, Smart and Bold, and to respect themselves and the world around them.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Terms and Election. The Board shall consist of no fewer than nine (9) and no more than twenty-one (21) members, with the exact number of authorized directors to be fixed within such range by resolution of the Board. The directors shall be elected at the annual meeting of the Board from the candidates nominated by the Governance Committee. The candidates receiving the highest number of affirmative votes shall be elected. Votes cast against a candidate shall have no effect. Each director elected shall serve for a term of two (2) years, except as such shorter term of office may be designated by the Board to effect the staggering of the Board. A director shall hold office until such director should die, resign, be removed from office or until his or her a successor should be duly elected. Service as a director shall be limited to three (3) consecutive 2-year terms of office, after which one (1) year shall elapse before a director shall be eligible for reelection.

The terms of office of the directors shall be staggered with a view to one-half (1/2) of the directors being elected in each succeeding year.

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Section 2. Restriction on Interested Persons. No more than forty-nine percent (49%) of the persons serving on the Board may be "interested persons." An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as a director, and (b) any brother, sister, ancestor or descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. However, any violation of this paragraph shall not affect the validity or enforceability of any contract or transaction entered into by the corporation.

Section 3. Filling Vacancies. The Board shall, by a majority vote, fill any vacancy on the Board created by the death, resignation or removal of a director. The director so appointed shall serve for the remainder of the unexpired term of the director whose office has become vacant.

Section 4. Removal. The failure to attend three (3) regular meetings of the Board in any fiscal year shall be grounds for removal for cause unless such absences are excused as determined by the Executive Committee or the Board. Any member of the Board may be removed without cause by an affirmative vote of a majority of the members of the Board then in office present and voting at a meeting at which a quorum is present. Further, the Board may declare vacant the office of any director who is declared of unsound mind by a final order of a court, or convicted of a felony, or found by a final order or judgment of any court to have breached a duty to the corporation under the Law.

Section 5. Resignation. Subject to the limitation set forth below, any director may resign at any time by giving written notice to the Board, the Chair of the Board/President, or the Secretary. Any such resignation shall take effect as provided in the resignation. The acceptance of such resignation shall not be necessary to make it effective. Except upon notice to the California Attorney General, no director shall resign if the corporation would then be left without a duly elected director.

Section 6. Duties. The Board shall control and manage the affairs of the corporation in accordance with these bylaws and shall have the power to authorize all acts on behalf of the corporation. The Board is also responsible for establishing, monitoring, and modifying the policies upon which the corporation's programs, activities, procedures and goals shall be based.

The duties of the Board shall include the following:

- (1) To appoint, evaluate, and terminate the services of the Executive Director;
- (2) To provide for the financial health of the corporation, including budget approval, fiscal oversight and fund development;
- (3) To recommend and implement long-range goals for the corporation;
- (4) To promote public understanding of the corporation and its purpose;
- (5) To recruit and retain new directors who will ensure the continued and successful leadership of the corporation;
- (6) To organize the work of the Board, including the formation of committees of the Board; and,

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- (7) To take any other action that the Board deems necessary or advisable to carry out the purposes of the corporation.

Section 7. Regular Meetings. The Board will meet a minimum of six (6) times a year. One of the regular meetings of the Board shall be the annual meeting of the Board. The regular meetings of the Board shall be held at such times and places as may be fixed by the Board. The regular meetings of the Board during each fiscal year may be held without additional notice provided the directors have been provided with notice of the dates, times and place(s) for such meetings at least seven (7) days prior to the first meeting of the fiscal year. The date, time and place for any regular meeting can be changed upon forty-eight (48) hours' notice to the directors. Notice of such change may be given by telephone, facsimile or electronic mail. Copies of the minutes of all board meetings shall be sent to the members of the Board in a timely fashion.

Section 8. Special Meetings. Special meetings of the Board may be called by the Chair of the Board/President, the Vice Chair/Vice President, the Treasurer or upon the written request of any two (2) members of the Board. The purpose of the meeting shall be stated with the call or request and no business shall be transacted except that for which the meeting has been called. Notice of the time, place and purpose of each special meeting of the Board shall be given at least forty- eighty (48) hours prior to such meeting if given by telephone, facsimile or electronic means. Notice shall be given at least four (4) days before the meeting if notice is given by U.S. mail. If notice is not given in a timely fashion, notice can be waived.

Section 9. Quorum. A quorum for any meeting of the Board (or any other action of the Board) shall be a majority of the number of authorized directors, as fixed by the Board within the variable range as set forth in Section 1 of this Article III.

Section 10. Action by the Board. Unless a greater number is required by the Articles of Incorporation or these bylaws, every action taken or decision made by a majority of directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of directors. Except as otherwise provided in these bylaws or under the Law, a meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 11. Participation. The directors may participate in meetings of the Board by conference telephone or video screen communication, provided each director can concurrently communicate with all participating members and has the capacity to propose or interpose an objection to any specific action to be taken by the corporation. Participation as provided herein shall constitute presence in person at such meeting.

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Section 12. Actions by Unanimous Consent. Any action required or permitted to be taken by the Board at any meeting of the Board may be taken without a meeting if all of the directors then in office consent in writing to the action. Any written consent or consents shall be filed with the minutes of the meetings of the Board. Any action taken by unanimous written consent shall have the same force and effect as any action taken by vote of a majority of the directors who are present at any meeting of the Board at which a quorum is present.

Section 13. Fees and Compensation. Directors, as such, shall not receive any salary or compensation as remuneration for their services. Directors shall be reimbursed for expenses incurred on behalf of the corporation in accordance with procedures established by the Board from time to time.

Section 14. Conflict of Interest. The corporation shall adopt and maintain a conflict of interest policy which will govern the review and approval of any and all contracts, transactions or other arrangements in which any director, officer or key employee of this corporation or any family member of the same has a financial interest, whether directly or indirectly.

ARTICLE IV: OFFICERS

Section 1. Elections, Terms and Vacancies. The officers of the corporation shall consist of a Chair of the Board/President, Vice Chair/Vice President, Treasurer and Secretary who shall be elected for a term of two (2) years by and from the members of the Board at the annual meeting.

The officers shall, generally, serve for no more than two (2) consecutive terms in any one office. If one or more vacancies occur, the Board, by a majority vote, shall elect a member of the Board to fill such vacancy or vacancies until the next annual meeting. An officer elected to fill a partial-year vacancy shall still be eligible for two (2) consecutive terms of office of two (2) years each following completion of the term of office of the officer whose vacancy was filled. Notwithstanding the above, in the discretion of the Board, officers may serve for more than two (2) consecutive 2-year terms of office.

Section 2. Duties.

(a) **Chair of the Board/President.** The Chair of the Board/President shall act as the chief executive officer of the corporation and, subject to the direction of the Board, shall oversee the general supervision, direction and control of the business of the corporation. In his or her capacity as Chair of the Board/President, the Chair of the Board/President shall preside at all meetings of the Board and shall perform such other duties as may be assigned by the Board. The Chair of the Board/President shall, by virtue of holding such office, be a member of the Executive Committee.

(b) **Vice Chair/Vice President.** Should a vacancy occur in the office of Chair of the Board/President, the Vice Chair/Vice President shall become Chair of the Board/President without the necessity of action on the part of the Board. In the absence or disability of the President, the Vice Chair/Vice President shall perform all the duties of President and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. The Vice Chair Vice President shall, by virtue of holding such office, be a member of the Executive Committee. The Vice Chair/Vice President shall have such other powers and perform such other duties as may, from time to time, be assigned by the Board.

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(c) **Secretary.** The Secretary shall keep, or shall cause to be kept, a full and complete record of the proceedings of the Board and the Executive Committee, including attendance records and minutes of the actions taken by Board and the Executive Committee. The Secretary by virtue of holding such office shall be a member of the Executive Committee. The Secretary shall keep, or cause to be kept, all said records at the principal executive office of the corporation. The Secretary shall have such other duties as may, from time to time, be assigned by the Board.

(d) **Treasurer.** The Treasurer shall serve as the chief financial officer of the corporation and shall oversee the financial operations of the corporation. The Treasurer, together with the Executive Director, will review the process and procedures by which money is handled within the corporation and ensure the implementation of appropriate internal financial controls. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall present a financial report to the Board at least quarterly and by the end of the first quarter of the current year a general report of receipts, expenses, assets and liabilities for the previous year. The Treasurer, with the oversight of the Finance Committee, shall oversee the preparation and filing of all annual returns and/or reports required to be filed with the Internal Revenue Service, the Franchise Tax Board and the Office of the Attorney General. The Treasurer shall have such other duties as may, from time to time, be assigned by the Board. The Treasurer shall, by virtue of holding such office, be a member of the Executive Committee and serve as chair of the Finance Committee. The Treasurer shall have such other duties and responsibilities as may be assigned to the Treasurer by the Board from time to time.

ARTICLE V: BOARD COMMITTEES

Section 1. Creation and Appointment of Members. The Board may, by resolution adopted by a majority of directors then in office provided that a quorum is present, create one or more committees of the Board. The committees shall have such names, powers, duties and number of members as determined by the Board, provided that, no committee shall have the authority take any of the actions enumerated in Section 4 below. Any such committee shall have the authority of the Board to the extent provided in the board resolution or resolutions creating such committee.

Section 2. Appointment and Term of Committee Members and Chairs. The Governance Committee shall nominate candidates for appointment to the committees of the Board and a chair for each such committee. The appointment of the members and chair of each committee shall be approved by a majority of the directors then in office, provided that a quorum is present. Committee members and chairs shall hold such office for a term of one (1) year or until any such appointee should die, resign or their successor should be appointed. Committee members may serve for successive unlimited terms of office and committee chairs shall serve for no more than three (3) consecutive terms, unless approved by the Board. Persons, who are not members of the Board, may be appointed to committees of the Board that do not have board authority; provided that the chair of each committee shall be appointed from among the members of the Board. The failure of any committee member or chair to attend three (3) meeting of a committee in any fiscal year shall be grounds for removal of such member or chair from

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such position, unless such absences are excused due to extenuating circumstances as determined by the committee chair, the Executive Committee or the Board.

Section 3. Authority of Committees. Any committee established by the Board shall have all the authority of the Board to the extent provided in the board resolution or resolutions creating and empowering the committee; provided that, no committee may do any of the following:

- (a) Take any final action on any matter that under the Law requires the approval of the members or approval of a majority of members of a nonprofit public benefit corporation (notwithstanding that this corporation has no members);
- (b) Elect directors or fill vacancies on the Board;
- (c) Fix any compensation for the directors for serving on the Board or any committee of the Board;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution or action taken by the Board of Directors that by its express terms is not so amendable or repealable;
- (f) Create any other committees of the Board of Directors or appoint the members of committees of the Board, including any appointments to fill vacancies on committees of the Board;
- (g) Expend corporate funds to support a nominee for director; or,
- (h) Approve any contract or transaction in which one or more directors has a direct or indirect material financial interest, except as special approval is provided for in §5233(d)(3).

Any committee, that is not comprised entirely of members of the Board, shall not exercise the authority of the Board but shall act in an advisory capacity only as to all actions that require approval of the Board or that would ordinarily be approved the Board given the materiality of such action.

Section 4. Standing Committees.

4.1 General. Standing committees established by the Board shall be work groups that deal with ongoing issues, such as financial oversight, fund development, and governance. The standing committees of the Board shall include an Executive Committee, a Finance Committee, an Audit Committee, a Governance Committee, a PR/Marketing Committee, and Fund Development Committee. Other committees may be created as needed or deemed advisable. Committees shall be established, and their members appointed, by vote of a majority of the directors then in office provided that a quorum is present.

4.2 Executive Committee. The Executive Committee shall be composed of the elected officers of the Board. The Executive Committee shall serve a coordinating and facilitating function, assisting the Board in organizing its work. The Executive Committee may also act on behalf of the Board between meetings. The primary duties of the Executive Committee will be to assist the Chair of the Board/President in coordinating and facilitating the work of the Board and in framing issues and agendas for meetings. When emergency action is required, the Executive Committee shall have and may

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exercise all the power and authority of the Board between meetings of the Board, except as limited by the Law (as provided in Section 3 above) or as limited by the Articles of Incorporation or these Bylaws.

Any action taken by the Executive Committee shall be reported in writing at the next regular board meeting. The Board may adopt or reject recommendations made by the Executive Committee. A majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee shall meet on an as-needed basis as determined by the Chair of the Board/President.

4.3 Governance Committee. The Governance Committee shall consist of the Board President and a minimum of two (2) additional members, all of whom shall be members of the Board. The Governance Committee shall be responsible for the general oversight of the corporation's governance policies and practices, and its employment policies and practices. Further, the Governance Committee shall be responsible for the development and continuing education of the Board. The Governance Committee will also present to the Board annually a slate of nominees for election or re-election to the Board, a slate of officers, and a slate of nominees to the committees of the Board and nominees for chair of each standing committee of the Board. The members of the Governance Committee shall be nominated and appointed by the Board at its annual meeting.

4.4 Finance Committee. The Finance Committee shall consist of the Treasurer, who will serve as chair of the Committee, and at least two (2) additional Board members. The Finance Committee may include non-Board members.

In all cases, any decisions made by the Finance Committee will be made as recommendations for approval by the Board. The duties of the Finance Committee shall include regular oversight of the corporation's finances, including proposing for approval of the Board an annual operating budget for the corporation and monitoring the corporation's financial performance of the corporation as compared to the approved operating budget. Further, the Finance Committee shall also propose for the Board's approval a set of financial management or accounting policies, including internal financial controls, which policies shall govern how the corporation manages its financial resources. The Finance Committee shall have such other duties and responsibilities as may be set forth in a charter adopted by the Board for such committee.

4.5 Audit Committee. The Audit Committee shall oversee the corporation's audit process and shall have such composition and duties and responsibilities as shall be set forth in the charter adopted by the Board for such committee; provided that no staff member of the corporation may serve on the Audit Committee (regardless of whether or not such person is or is not compensated for his or her services, and provided further that members of the Finance Committee must constitute less than half of the members of the Audit Committee, and the Chair of the Audit Committee may not be a member of the Finance Committee.

4.6 PR/Marketing Committee. The PR/Marketing Committee may be comprised of both members of the Board and persons who are not members of the Board; provided that at least two (2) Board members shall serve on such committee, one of whom will serve as the chair of the Committee. The PR/Marketing Committee shall develop strategies to enhance the visibility and positive image of the corporation in the local community and shall oversee the marketing and the promotion of corporation and its community relations and public relations. The PR/Marketing Committee shall not exercise the

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authority of the Board, and any decisions made by such committee will be as recommendations for approval by the Board.

4.7 Fund Development Committee. The Fund Development Committee may be comprised of both members of the Board and persons who are not Board members; provided that at least two (2) Board members shall serve on such committee, one of whom will serve as the chair of the Committee. The Fund Development Committee shall develop policies, plans, procedures, and schedules for Board involvement in fundraising, and shall oversee the planning of the corporation's fundraising events. The Fund Development Committee shall be responsible for encouraging Board member pledges/contributions. The Fund Development Committee shall support the Executive Director in identifying, cultivating, and approaching major donors and directing grant writing activity. The Fund Development Committee shall not exercise the authority of the Board, and any decisions made by such committee will be made as recommendations for approval by the Board.

Section 5. Task Forces/Ad-Hoc Committees. Task forces and ad-hoc committees may be established by the Board to accomplish a specific objective, such as reviewing the corporation's program impact and effectiveness, within a specific time frame. The Board shall appoint the members and chairs of all task forces.

Section 6. Advisory Groups. Advisory groups may be created by the Board to advise and support the corporation and the Board or specific committees of the Board. The Chair of the Board/President, with the approval of the Board of Directors, may appoint the members and chairs of advisory groups.

ARTICLE VI: DELEGATES TO THE NATIONAL COUNCIL

Delegates (voting members) to the National Council of Girls Incorporated shall be governed by the national bylaws or governance policies of Girls Incorporated. Until such governing documents shall be amended, the corporation shall be entitled to three (3) votes at any meeting of the National Council of Girls Incorporated. The Executive Director and President shall be delegates of the corporation to the National Council by virtue of holding such offices. A third delegate may be appointed by the Board, and such third delegate can be either a professional staff person or a board member other than the President.

ARTICLE VII: EXECUTIVE DIRECTOR

Section 1. Selection and Authority. The Executive Director shall be chosen by the Board and shall serve in such capacity at the pleasure of the Board. The Executive Director shall be entitled to attend all meetings of the Board and of the Executive Committee except for executive sessions of the Board or the Executive Committee. The Executive Director shall report to the Board all current business and shall give special or supplementary reports as the Board may request from time to time. The Executive Director shall also be entitled to attend any and all meetings of committees, task forces, and advisory groups of the corporation, excepting any meeting where the compensation or any other matter pertaining to compensation, job duties or performance of the Executive Director is under consideration. Minutes of all meetings of committees, task forces or advisory groups shall be furnished to the Executive Director, subject to the redaction of any action or discussion pertaining to the Executive Director. The Executive Director is not authorized to perform the functions of the Board.

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Section 2. General Duties. The Executive Director shall have the day to day responsibility for overseeing the business affairs and carrying out the policy and programs of the corporation as set forth in its Articles of Incorporation and in the Bylaws and as may be assigned from time to time by the Board. It shall be the duty and responsibility of the Executive Director to work in cooperation with all standing and ad hoc committees, task forces and advisory groups of the corporation in carrying out the responsibilities of such groups.

Further, it shall be the responsibility of the Executive Director to coordinate the financial resources, programs, facilities and staff of the corporation. The Executive Director shall be responsible for the personnel functions of the corporation, subject to the direction and control of the Board. The Executive Director shall have such other duties and responsibilities as shall be assigned by the Board from time to time and as may be set forth in a job description for the Executive Director's position.

ARTICLE VIII: FINANCE AND RECORDS

Section 1. Financial Policies. The financial management practices of the corporation shall be determined by the Board and set forth in written policies that shall include sections pertaining but not limited to, the budget, deposits and reserves, acceptance of gifts and donations, contracts, loans and disbursements, and internal financial controls.

Section 2. Annual Audit. The books and records shall be audited annually and at any other time deemed necessary by the Board. The audit will be performed by a Certified Public Accountant. A full written report shall be submitted to the Board upon completion of the audit.

Section 3. Records. The corporation shall maintain adequate books, records and accounts of its business and property. All such books, records and accounts shall be kept at the administrative office of the corporation and shall be open to inspection by the directors in keeping with the laws of the State of California.

ARTICLE IX: CONTRACTS AND LOANS

Section 1. Contracts. The Board may authorize one (1) or more officers, agents, or employees of the corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent, or employee shall have any power to bind the corporation or to render it liable under any contract or other written instrument or agreement.

Section 2. Loans. Unless authorized by the Board, no loan shall be made by or contracted for on behalf of the corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 3. Loans to Directors and Officers. The corporation shall make no loans to its directors or officers, provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would otherwise be entitled to reimbursement for such expenses.

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ARTICLE X: INDEMNIFICATION, INSURANCE AND DIRECTOR LIABILITY

Section 1. Definitions. For the purposes of this Article X, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the corporation or of another enterprise at the request of the predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article X below.

Section 2. Indemnification in Actions by Third Parties. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under §5233 of the Law, or an action brought by the Attorney General or a person granted relater status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Corporation. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under §5233 of the Law, or brought by the Attorney General or a person granted relater status by the Attorney General for any breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that the person is or was an agent of the corporation, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances; provided that no indemnification shall be made under this Section 3 if otherwise prohibited by §5238 of the Law or any other provision of the Law.

Section 4. Indemnification Against Expenses. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article X or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

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Section 5. Required Determinations. Except as provided in Section 4 of this Article X, any indemnification under this Article X shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article X, by:

(a) A majority vote of a quorum consisting of directors who are not parties to the proceeding;
or

(b) The court in which the proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

Section 6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article X.

Section 7. Other Indemnification. No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of directors, an agreement or otherwise, shall be valid unless consistent with this Article X. Nothing contained in this Article X shall affect any right to indemnification to which persons other than the directors and officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article X, except as provided in Sections 4 or 5(b) above, in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred, or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Personal Liability of Volunteer Directors or Executive Officers. To the fullest extent permitted by the Law, as now in effect or as may hereafter be amended, there shall be no personal liability to a third party for monetary damages on the part of a volunteer director or volunteer executive officer of the Corporation, caused by the director's or executive officer's negligent act or omission in the performance of that person's duties as a director or executive officer, provided that the person's act or omission was (a) within the scope of the director's or executive officer's duties, performed in good faith and was not reckless, wanton, intentional or grossly negligent, and (b) the damages are covered pursuant to a liability insurance policy issued to the corporation (either in the form of general liability policy or a director's and officer's liability policy) or personally to the director or executive officer. In the event the damages are not covered by insurance, the volunteer director or volunteer executive officer shall not be

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personally liable for the damages if the Board and the person have made all reasonable efforts in good faith to obtain available liability insurance. "Volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement for expenses to a director or executive officer does not affect that person's status as a volunteer within the meaning of this Section 9. "Executive Officer" means the Chair of the Board/President, Vice Chair/Vice President, Treasurer or Secretary of the corporation, or other individuals serving in like capacity, who assist in establishing the policy of the corporation.

Nothing in this paragraph shall limit the liability of the corporation for any damages caused by acts or omissions of the volunteer director or volunteer executive officer.

Section 10. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article X, provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of §5233 of the Law (or any successor provision thereto).

Section 11. Non-Applicability to Fiduciaries of Employee Benefit Plans. This Article X does not apply to any proceeding against any trustee, investment manager, or other fiduciary of a pension, deferred compensation, saving, thrift or other retirement, incentive or benefit plan, trust or provision for any or all of the corporation's directors, officers, employees, and/or persons providing services to the corporation, in that person's capacity as such, even though the person may also be an agent of the corporation as defined in Section 1 of this Article X. The corporation shall have power to indemnify the trustee, investment manager, or other fiduciary to the extent permitted by Section 5140(f) of the Law.

If any part of this Article X shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XI: MISCELLANEOUS PROVISIONS

Section 1. Exempt Activities. The corporation shall be operated exclusively for charitable and educational purposes and no part of its net earnings shall inure to the benefit of or be distributable to the members of the Board, the officers or any other private person or any entity organized and operated for profit, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth herein and in its Articles of Incorporation and these Bylaws. The corporation shall not participate in or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted by law for nonprofit corporations that are tax-exempt under Internal Revenue Code Section 501(c)(3) (or the corresponding provisions of any future federal internal revenue laws).

Notwithstanding any provision in these Bylaws or in the corporation's Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by (i) a corporation exempt

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from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, amended, or the corresponding provisions of any future United States internal revenue laws, or (ii) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provisions of any future United States internal revenue law.

Section 2. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the corporation in all cases not provided for in these Bylaws or in Special Rules of Order adopted by the corporation.

ARTICLE XII: AMENDMENTS

The power to alter, amend or repeal the Bylaws is vested in the Board of the corporation, provided that the affirmative vote of a majority of the directors then in office, provided that a quorum is present, shall be necessary to affect any addition, alteration, amendment or repeal of these Bylaws.

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**CERTIFICATE OF SECRETARY OF GIRLS INCORPORATED OF THE
CENTRAL COAST**

The undersigned hereby certifies as follows:

1. I am the duly elected, qualified and acting Secretary of GIRLS INC. OF THE CENTRAL COAST, a California nonprofit public benefit corporation (the "Corporation"); and,
2. The foregoing bylaws consisting of thirteen (13) pages were adopted as the bylaws of the Corporation by vote of more than two-thirds (2/3) of the directors of the Corporation at a duly called meeting of the Board at which quorum was present held on _____ 2020.

Dated: _____

Elizabeth Leitzinger, Secretary

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II. BOARD COMMITTEE JOB DESCRIPTIONS

EXECUTIVE COMMITTEE

Function:

The Executive Committee acts as the executive arm of the board and handles routine board business when the board is not in session. The committee assists the board in ensuring the organization is in good standing and oversees the work of any ad hoc committees.

Purpose:

To act in the name of the full board when it is not in session, or to deal with emergencies that require immediate attention and to recommend actions for approval of the full board.

Committee Guidelines:

- The Executive Committee is delegated the powers and the authority of the full board when the board is not in session in compliance with the bylaws.
- The president of the board is the chairperson of the Executive Committee.
- Members of the Executive Committee include other board officers, and the Executive Director (ex officio).
- All actions of the Executive Committee are subject to ratification by the full board.

Duties and Responsibilities:

- Evaluate the Board's performance against achievement of the Board's annual objectives and goals.
- Keep the full board informed about the Executive Committee's activities.
- Oversee the annual strategic planning process (unless a planning committee is designated for this purpose).
- Oversee the Executive Director search, interview and hiring process when needed. Final hiring authority remains with Board.
- Conduct the Executive Director's annual performance review.
- Review and recommend approval of the organization's operating budget.
- Make recommendations to the full board for authorization of non-budgetary expenditures.
- Help the full board understand the organization's financial affairs.
- Assign and monitor the work and recommendations of standing committees.
- Meet in the event of an emergency.
- Make decisions when the full board is not in session in compliance with the bylaws.
- Develop Board meeting agenda in collaboration with the Executive Director.

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FINANCE COMMITTEE

Purpose:

The Finance Committee is responsible for assisting the Board of Directors (the “Board”) of Girls Inc. of the Central Coast (“GICC”) in ensuring that GICC is in good financial health. The Finance Committee shall also be responsible for ensuring that the Board is kept well-informed about GICC’s financial condition and financial performance.

In furtherance of the above, the Finance Committee shall provide regular oversight of GICC’s finances and recommend accounting policies for approval by the Board and oversee GICC’s compliance with such policies as are approved and adopted by the Board. Further, the Finance Committee shall be responsible for ensuring GICC’s compliance with federal, state, and other regulatory requirements related to GICC’s finances.

Membership:

The Finance Committee shall be comprised of no less three (3) members. The Treasurer of GICC shall serve as the Chair of the Finance Committee. Persons, who are not directors of GICC, may serve on the Finance Committee; provided that no less than two (2) members of the Finance Committee shall be Board members. The Finance Committee shall not exercise the authority of the Board but shall serve in an advisory capacity to the Board. Any and all decisions and actions taken by the Finance Committee shall be made as recommendations to the Board.

The Board shall seek to appoint persons who have an understanding of financial statements, general accepted accounting principles, and internal financial controls. No staff person shall serve on the Finance Committee whether or not such person is compensated.

The Board shall appoint the members of the Finance Committee annually by vote of a majority of the directors then in office provided that a quorum in present.

Duties and Responsibilities:

The Finance Committee will:

- Oversee the preparation of GICC’s annual operating budget with a view to ensuring that the budget reflects the GICC’s goals, the Board’s policies and objectives, and the needs and projected revenue and expense of GICC.
- Monitor revenue and expenditures against budget and present monthly to the Board a financial summary that includes (i) a comparison of actual performance to budgeted performance through the most recently completed month for GICC’s financial books and records have been updated, (ii) balance sheets for the two most recent months for which GICC’s books have been updated in order to reflect the most recent change in GICC’s financial position, (iii) a summary of grant funding secured by GICC to date for the current and any future fiscal years as compared to the most recently completed fiscal year, and (iv) such additional financial information and detail as to revenue and expense as reasonably requested by the Board.

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- Oversee GICC’s long-term financial planning, including, if requested by the Board, the preparation of a long-term financial plan.
- Review and recommend financial policies, including, without limitation, policies regarding internal financial controls, for adoption by the Board, and to oversee the implementation of such policies to ensure that GICC’s officers and staff abide by the accounting policies adopted by the Board.
- Ensure that the proper risk management policies are in place and are followed.
- Ensure that GICC maintains adequate liability insurance coverage, including, without limitation, adequate directors’ and officer’s insurance.
- Review and recommend updates to GICC’s Investment Policy Statement and present any proposed revisions to the Board for approval. The Committee shall review the Investment Policy Statement at least annually.
- Make recommendations to the Board regarding investment selections. Ensure GICC’s investments adhere to policies set forth in the Investment Policy Statement. Review the performance of GICC’s investment accounts regularly and, in no event, less than quarterly.
- Review the tax returns and other financial reports filed by GICC with all other governmental agencies for accuracy, including the annual reports required to be filed with the California Attorney General’s Registry of Charitable Trusts.
- Oversee all request for proposals, when needed, for non-audit accountings services (including, without limitation, tax preparation services) and all auditing services, and ensure that the Audit Committee is provided with a copy of the responses to any request for proposal for auditing services so the Audit Committee can review the same and make a recommendation to the Board regarding the engagement and compensation of GICC’s outside auditors.
- Perform such other duties as may be assigned, from time to time, to the Finance Committee by the Board.

The Finance Committee shall annually review and reassess the adequacy of its charter and recommend any changes, if needed, to the Board.

Operations:

The Finance Committee shall meet at such times and places as the Finance Committee shall determine, but no less than quarterly. Meetings of the Finance Committee may be called by the Chair of the Committee (who shall be the Treasurer), the Chair of the Board/President, or the Executive Director. The Finance Committee shall be governed by the same rules regarding meetings (including attendance by telephone conference or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Finance Committee shall be authorized to adopt its own rules or procedures not inconsistent with (i) any provision of this charter, (ii) any provisions of the bylaws of the Corporation, and (iii) the laws of the State of California.

The Executive Director shall be available for all meetings of the Finance Committee; however, the Executive Director shall not be entitled to vote on any matter under consideration by the Finance Committee. The Chair of the Finance Committee shall cause to be kept adequate minutes of its proceedings and, in a timely fashion, provide copies of such minutes to the members of the Board. The Chair of the Finance Committee shall report regularly to the Board on the actions taken by the committee.

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Compensation:

Members of the Finance Committee shall not receive financial compensation for their service on the Finance Committee

AUDIT COMMITTEE

Purpose of the Audit Committee:

The purpose of the Audit Committee of Girls Inc. of the Central Coast, a nonprofit public benefit corporation (“GICC”), is to assist the Board of Directors of GICC (the “Board”) in its general oversight of the GICC’s audit process and system of internal controls. The Audit Committee shall recommend to the Board the outside auditor to be engaged by GICC and shall oversee GICC’s outside auditor and approve and oversee all audit and non-audit services provided by GICC’s outside auditor.

Membership:

The Audit Committee shall be comprised of not less than three (3) and not more than five (5) members, some of whom may be persons who are not directors of GICC. No staff member of GICC may serve on the Audit Committee regardless of whether or not such person is or is not compensated for his or her services to the GICC. Further, no member of the Audit Committee may be a person who receives any compensation, directly or indirectly, from GICC for services or as a supplier of goods. Members of GICC’s Finance Committee (including the Treasurer) may serve on the Audit Committee but must constitute less than half of the members of the Audit Committee, and the Chair of the Audit Committee may not be a member of the Finance Committee.

The Board shall seek to appoint persons who have financial expertise to the Audit Committee, specifically persons who understand generally accepted accounting principles and financial statements, internal control procedures, and the audit committee function. Members of the Audit Committee shall serve for a term of one (1) year and for up to a maximum of three (3) consecutive 1-year terms.

The Board shall appoint the members of the Audit Committee, including the Chair of the Audit Committee, annually by a majority vote of the members of the Board then in office, provided a quorum is present. The Chair of the Audit Committee shall be a member of the Board. If there is a vacancy on the Audit Committee for any reason, such vacancy shall be filled by vote of a majority of the members of the Board then in office, provided a quorum is present.

Compensation:

Members of the Audit Committee shall not receive financial compensation for their service on the Audit Committee.

Responsibilities:

The Audit Committee shall:

1. Make recommendations to the Board regarding the appointment, replacement and compensation

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of the independent auditor and oversee the independent auditor. The independent auditor shall report directly to the Audit Committee.

2. Review and discuss with the independent auditor: (a) its audit plans and audit procedures, including the scope, fees and timing of the audit; (b) the results of the annual audit examination; and (c) the annual financial statements audited by the independent auditor.
3. Review the audit with management and recommend approval or disapproval of the audit to the Board.
4. Review and pre-approve all auditing services and non-audit services (including the fees and terms thereof) to be performed by the independent auditor and assure that non-audit services performed by the auditor conform with the standards for auditor independence set forth in the latest revision of the Government Auditing Standards issued by the Comptroller General of the United States.
5. Review GICC's internal audit function.
6. Review GICC's internal controls and review suggestions for improvements in such controls with management and the independent auditor.
7. Review with the independent auditor its judgments as to the quality, and not just the acceptability, of GICC's accounting practices and internal controls, and such other matters as are required to be discussed with the Audit Committee under generally accepted auditing standards.
8. Review with the independent auditor and management any changes or improvements in financial or accounting practices that are necessary or desirable, and the extent to which any changes or improvements previously approved by the Audit Committee have been implemented.
9. Review with the independent auditor any audit problems or difficulties and management's response.
10. Oversee the resolution of any disputes between management and the independent auditor if and when such disputes arise.
11. When appropriate, designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Audit Committee as the Audit Committee shall direct.
12. Perform such other duties and functions as are assigned, from time to time, to the Audit Committee by the Board.

The Audit Committee shall annually review and reassess the adequacy of its charter and recommend any changes, if needed, to the Board.

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Operations:

The Audit Committee shall meet at such times and places as the Audit Committee shall determine, but no less than once annually in any fiscal year in which a new outside auditor need not be selected, and no less than two (2) times annually in any year where the Audit Committee must both recommend an outside auditor and review the audit. Meetings of the Audit Committee may be called by the Chair of the Committee, the Chair of the Board, the Treasurer or the Executive Director of GICC. The Audit Committee shall be governed by the same rules regarding meetings (including attendance by telephone conference or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Audit Committee shall be authorized to adopt its own rules or procedures not inconsistent with (i) any provision of this Charter, (ii) any provisions of the Bylaws of GICC, and (iii) the laws of the State of California.

The Executive Director shall be available for meetings of the Audit Committee; however, such officers shall not be entitled to vote on any matter under consideration by the Audit Committee. The Chair of the Audit Committee shall cause to be kept adequate minutes of its proceedings and, in a timely fashion, provide copies of such minutes to the members of the Board. The Chair of the Audit Committee shall report regularly to the Board on the actions taken by the committee.

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GOVERNANCE COMMITTEE

Function:

The Governance Committee plays a key role in the organization's success by evaluating the Board's performance, the performance of individual Board members, and by recruiting and nominating Board members to fill needed expertise or advocacy roles on the Board. It ensures that the organization complies with Federal and state laws and statutes that govern non-profit organizations and provides guidance on human resources and employment policies and practices.

Purpose:

To evaluate the performance of the Board and individual Board members and to nominate qualified candidates for the Board and Board officer positions. To draft, propose, and revise administrative and human resources policies and practices for the organization. To review and suggest changes to the organization's bylaws, as needed.

Duties and Responsibilities:

- Communicate to all Board members the quality and expertise of Board candidates needed to fill Board vacancies. Regularly ask the full Board to submit the names of qualified candidate prospects.
- Track and project vacancies on the Board.
- Strive for a diverse, representative Board.
- Screen applications for Board membership, interview and educate Board member candidates on the programs and services of GICC and submit the names of candidates to the full Board for consideration.
- Plan and conduct new member orientation.
- Nominate and present a slate of Board officer candidates annually.
- Evaluate current Board members' participation in Board activities and make appropriate recommendations to the Board president, as needed.
- Develop and update responsibilities for Board members and committees (job descriptions).
- Conduct an annual review of the bylaws and make recommendations for any additions, changes, or deletions to the Board for approval.
- Conduct an annual compensation analysis in January/February for regular staff positions including the Executive Director position and make recommendations to the Finance Committee/Treasurer for the annual pay increases for staff and the Executive Director by March.
- Draft, revise, and recommend administrative and human resources policies, as needed, to the Board.
- Provide guidance to the Executive Director regarding the plan design of the 403(b) Plan.
- As deemed necessary, but at least once per fiscal year, under the direction of the Governance Committee and as provided in the 403(b) Investment Policy Statement, a Plan Investment Committee shall review the fund management and investment results of the 403(b) Plan. The Plan Investment Committee will report any significant matters to the Governance Committee and ultimately to the Board for appropriate action. The Plan Investment Committee shall be comprised of at least one member of

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the Governance Committee, the Board Treasurer, at least one other Board member, and the Executive Director & Office Manager (or their designee).

FUND DEVELOPMENT COMMITTEE

Function:

The Fund Development Committee leads the Board’s participation in development and fundraising. It familiarizes the Board with fundraising skills and techniques so Board members are comfortable raising money for the organization. It collaborates with the Marketing/ PR Committee.

Purpose:

To develop policies, plans, procedures, and schedules for Board involvement in fundraising; to encourage Board member pledges and contributions; to support the Executive Director in identifying, cultivating, and approaching major donors and in directing grant writing activity.

Duties and Responsibilities:

- Establish a fundraising plan and periodically review it to ensure progress toward annual and long-range funding goals. Update the plan as needed.
- Work with the Executive Director to define the short-term funding needs of the organization.
- Plan fundraising activities and solicit the participation of the full Board.
- Identify and recruit community leaders to serve with Board members on fund raising committees.
- Facilitate the education of the full Board on the techniques of planned giving, marketing, seeking grants, and soliciting corporations and individuals.
- Encourage the participation of the full Board in fund raising through personal example.

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PR/MARKETING COMMITTEE

Function:

The PR/Marketing Committee is responsible for the development of marketing materials and public relations campaigns to raise the visibility of Girls Inc. of the Central Coast. The Committee collaborates with the Fund Development Committee to provide promotional materials for the Fund Development Committee’s activities.

Purpose:

To enhance the visibility and positive image of GICC in the local community by planning and executing activities and events for marketing, community relations, and public relations.

Duties and Responsibilities:

- Assist the Executive Director to plan a year-round community event calendar.
- To work closely with the Executive Director to plan all publicity and promotion in support of the organization.
- To help the Executive Director plan and develop marketing efforts that support the organization’s services and programs.
- Develop a speakers’ bureau to present and explain the organization’s services and/or programs throughout the community.
- In conjunction with Fund Development Committee, ensure that donors and sponsors are appropriately recognized in materials, advertising, and PR for all organization events and activities

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Effective Date: 6/13/19	Supersedes: 3/8/18

III. BOARD MEMBER RESPONSIBILITIES & AGREEMENT

BOARD MEMBER RESPONSIBILITIES

Each Board Member is responsible for assisting in securing adequate funding to build, support and stabilize the operating budget of the organization. This responsibility may be met in several different ways:

Each Board Member is expected to make a financial donation to GICC annually.

In addition to his/her annual financial donation, each Board Member is expected to participate actively in each of the following:

1. Girls Inc. Annual Luncheon. (Late Spring)

- a. Be a Table Captain and invite 8-10 guests to your table; and/or
- b. Sponsor a Table; and/or
- c. Solicit event sponsors.

2. Girls Inc. Wine and Chocolate Event (Late Summer/Early Fall)

- a. Purchase and/or sell event tickets; and
- b. Solicit silent auction and/or raffle items; and/or
- c. Solicit event sponsors

3. Bubbles and Bags (Winter)

- a. Purchase and/or sell event tickets; and
- b. Solicit bags; and/or
- c. Solicit event sponsors

4. Attend one or more of the following events

- a. King City Luncheon
- b. San Benito Luncheon or Women of Taste event
- c. Santa Cruz Luncheon or Wine and Chocolate event

5. Attend one or more of the Girls Inc. school Programs (program calendars are published and circulated monthly)

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BOARD MEMBER AGREEMENT

1. As a board member of Girls Incorporated of the Central Coast (GICC), I am fully committed and dedicated to the mission of GICC and have pledged to carry out this mission. I understand that my duties and responsibilities include the following:
2. I am fiscally responsible, with other board members, for this organization. I will know what our budget is and take an active part in reviewing, approving, and monitoring the budget and participating in fundraising to meet it.
3. I agree to be ethical, to act in the best interests of GICC, and to ensure the maintenance of confidential information for this organization and those of my fellow board members. I am responsible to know and oversee the implementation of policies and programs.
4. I accept the bylaws and operating principles manual and understand that I am responsible for the financial and operational well-being of this organization.
5. I will give what is for me an affordable financial donation. I may give this as a one-time donation each year, or I may pledge to give a certain amount several times during the year.
6. I will actively engage in fundraising for this organization in whatever ways are best suited for me. These may include individual solicitation, undertaking special events, writing mail appeals, and the like. I am making a good faith agreement to do my best and to raise as much money as I can for GICC.
7. I will be active in the fundraising undertakings of the corporation by participating in such functions to the full extent of their abilities. In addition to attending Board meetings, I will attend the functions and events sponsored by the corporation whenever possible.
8. I will actively promote GICC and encourage and support its staff.
9. I understand and will support the National Girls Inc. advocacy statements that I believe serve the best interests of GICC.
10. I will respect and support the decisions made by the GICC board. I will be open to other perspectives and insights in a constructive manner to other board members, staff and avoid negative attitude and conduct.
11. I will attend board meetings, be available for phone consultation, and serve on at least one committee. If I am not able to meet my obligations as a board member, I will offer my resignation.
12. In signing this document, I understand that no quotas are being set, that no rigid standards of measurement and achievement are being formed. Every board member is making a statement of faith about every other board member. We trust each other to carry out the above agreements to the best of our ability.
13. I agree not to engage in any activity or circumstance that:
 - a) interferes with the performance of my responsibility or that of other Board members or staff to GICC and its members; or
 - b) results in personal, financial, professional and/or policy gain for me or other parties at the expense of GICC and/or its members' interest.

Signed _____ Date _____
Board Member

Signed _____ Date _____
Board President

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Effective Date: 6/13/19	Supersedes: 3/8/18

IV. CODE OF ETHICS/CODE OF CONDUCT

As a member of the board of directors, I will:

1. Listen carefully to my colleagues on the board.
2. Respect the opinion of my fellow board members.
3. Respect and support the majority decisions of the board.
4. Recognize that all authority is vested in the full board only when it meets in legal session.
5. Come to board meetings prepared with the board packet reviewed in advance.
6. Participate actively in board meetings and actions.
7. Bring to the attention of the board any issues that I believe will have an adverse effect on the organization or those we serve.
8. Seek to ensure that conflict situations are resolved internally.
9. Refer complaints about board member conduct or interactions to the board President or Executive Committee.
10. Recognize that my job is to ensure that the organization is well-managed, not to manage the organization.
11. Represent all those whom this organization serves and not a particular geographic area or interest group.
12. Consider myself a “trustee” of the organization and do my best to ensure that it is well-maintained, financially secure, growing and always operating in the best interest of those we serve.
13. Disclose conflicts of interest between my personal interests and the organization, and abstain from voting when appropriate.

As a member of the board of directors I will not:

1. Criticize fellow board members or their opinions in or out of the boardroom.
2. Use the organization for my personal advantage or that of my friends or relatives.
3. Discuss the confidential proceedings of the board outside the boardroom.
4. Promise how I will vote on any issue before a meeting.
5. Interfere with the duties of the executive director or undermine his/her authority with staff members.

Girls, Inc. Board Manual	V. CONFLICT OF INTEREST POLICY
Effective Date: 6/13/19	Supersedes: 3/8/18

V. CONFLICT OF INTEREST POLICY

It shall be the policy of Girls Incorporated of the Central Coast (“Girls Inc.”) that all its Officers, Directors, Committee Members and Executive Staff Members shall scrupulously avoid any conflict of interest between their own respective individual interests and the interests of Girls Inc. in any and all actions taken by them on behalf of Girls Inc.

DUTY TO DISCLOSE CONFLICT

In the event that any Officer, Director, Committee Member or Executive Staff Member of Girls Inc. (sometimes referred to herein as an “interested person”) shall have any direct or indirect financial interest in, or relationship with, any individual or organization that has a financial interest in any transaction or financial arrangement with Girls Inc., including but not limited to transactions involving:

- the sale, purchase, lease or rental of any property or other asset;
- employment or rendition of services, personal or otherwise; or
- the award or any grant, contract, or subcontract.

Such Officer, Director, Committee Member or Executive Staff Member shall promptly give the Board of Directors of Girls Inc. (the “Board”) notice of such interest or relationship and shall thereafter refrain from discussing or voting on the particular transaction in which he or she has an interest or otherwise attempting to exert any influence on Girls Inc., its Board, or any committees of its Board, to affect its decision to participate or not participate in such transaction or financial arrangement.

RELATIONSHIPS GIVING RISE TO CONFLICT

An Officer, Director, Committee Member or Executive Staff Member shall be deemed to have a financial interest in any transaction or financial arrangement with Girls Inc. in which he or she or any Family Member of such interested person has a financial interest. A “Family Member” shall mean any spouse or domestic partner, sibling, spouse or domestic partner of a sibling, ancestor (e.g. grandparents), lineal descendant (e.g. child, grandchild or great grandchild), spouses of lineal descendants (e.g. son-in-law or daughter-in-law), spouse or domestic partner of a lineal descendant, or any minor stepchild or any stepchild residing with the Officer, Director, Committee Member or Executive Staff Member. Lineal descendants shall include all descendants by adoption.

An Officer, Director, Committee Member or Executive Staff Member shall be deemed to have an “indirect” financial interest in a transaction or financial arrangement when any entity in which such interested person or any Family Member of such interested person has an ownership interest proposes to enter into or enters into a transaction or financial arrangement with Girls Inc.

DUTY OF THE BOARD OF DIRECTORS

The Board may determine that a financial or other interest disclosed is not material and, hence, that there is no an actual or potential conflict of interest. If the Board determines that an actual or potential conflict of interest exists, the Board shall proceed as follows:

The interested person(s) shall leave the meeting during the discussion of and vote on the transaction or arrangement, provided that such interested person(s) may be given the opportunity to address the meeting with respect to the transaction or arrangement before leaving the meeting.

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The Board may appoint a disinterested person or a committee of disinterested persons to investigate alternatives to the proposed transaction or arrangement before voting on such transaction or arrangement.

The Board, acting in good faith, may authorize or approve the transaction or arrangement by vote of a majority of the directors then in office without counting the vote of any director who has a financial interest in the transaction or arrangement (although such director(s) may be counted in determining the presence of a quorum) after determining the following:

- i. That the Board has knowledge of all material facts concerning the transaction or arrangement and the financial interest of any interested person in such transaction or arrangement;
- ii. That the Board is acting in good faith;
- iii. That Girls Inc. is entering into the transaction for its own benefit;
- iv. That the transaction is fair and reasonable to the Girls Inc. at the time Girls Inc. will enter into it; and,
- v. That, after reasonable investigation under the circumstances, Girls Inc. cannot obtain a more advantageous arrangement with reasonable effort under the circumstances.

If it is not reasonably practicable for the Board to approve a transaction or financial arrangement in which an Officer, Director, Committee Member or Executive Staff Member has a financial interest in advance of such transaction or financial arrangement being entered into, the Executive Committee of Girls Inc. may approve such transaction or financial arrangement, provided that the Board ratifies the transaction or financial arrangement at its next meeting by vote of a majority of directors then in office without counting the vote of any interested director or directors.

PROHIBITION OF SPECIFIC SELF-DEALING TRANSACTIONS

Girls Inc. shall not make any loan of money or property to any Officer, Director, Committee Member or Executive Staff Member and shall not guaranty the obligation of any Officer, Director, Committee Member or Executive Staff Member, excepting the advance of money for expenses reasonably anticipated to be incurred in the performance of the duties of such person.

RECORD OF PROCEEDINGS

The minutes of any meeting, at which a transaction or financial arrangement in which an Officer, Director, Committee Member or Executive Staff Member has a financial interest is approved, shall reflect that disclosure was made as to the financial interest and the relationship giving rise to such interest, and shall reflect the vote (for or against) or abstention of each director present at the meeting.

ACKNOWLEDGEMENT AND ANNUAL REVIEW

A copy of this policy shall be furnished on an annual basis to each Officer, Director, Committee Member and Executive Staff Member of Girls Inc. at the annual meeting of the Board of Directors and at the first meeting of each committee of the Board held thereafter, and each Officer, Director, Committee Member and Executive Staff Member shall execute the Acknowledgement set forth below at such time. The contents of this Conflict of Interest Policy shall be reviewed by the Board of Directors and each committee of the Board at such time, and the minutes of each such meeting shall reflect that its contents was reviewed.

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Any new Officer, Director, Committee Member or Executive Staff Member shall be advised of this policy by the President of the Board or the Chair of the Governance Committee immediately upon election, appointment or hiring, and shall sign the Acknowledgement below upon such election, appointment or hiring. ADOPTED: June 1, 2014

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ACKNOWLEDGEMENT OF CONFLICT OF INTEREST POLICY

By signing below, I _____, hereby certify that:

I have received a copy of the Girls Incorporated of the Central Coast’s Conflict of Interest Policy (“Policy”).

I have read and understand the Policy.

I agree to comply with the Policy, and, specifically, to promptly disclose any financial interest that I or any of my Family Members (as defined in the Policy) may have in any transaction or financial arrangement with Girls Incorporated of the Central Coast.

I understand the Girls Incorporated of the Central Coast is a tax-exempt charitable organization, and that, except in certain limited circumstances, it cannot engage in transactions or financial arrangements that benefit the private interests of any of its Officers, Directors, Committee Members or Executive Staff Members.

I will be required to execute this Acknowledgement on an annual basis.

I further certify that, except as shown below, I do not have any Conflict of Interest and that, except as shown below, I am in compliance with the disclosure requirements of the Policy.

Exceptions: _____

 Date

 Signature

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VI. WHISTLEBLOWER POLICY

GENERAL

Girls Inc. of the Central Coast (“GICC”) requires all employees, officers, directors, and members of GICC’s board committees to maintain high standards of ethical conduct at all times in the conduct of their duties and responsibilities. As employees and representatives of GICC, such persons must practice honesty and integrity in fulfilling their responsibilities and complying with all applicable laws and regulations. GICC is committed to maintaining an environment where employees, officers, directors and committee members feel free to raise questions and concerns, such as a suggestion for improving a procedure, a concern about legal compliance, or an issue of ethics. It is the intent of GICC to adhere to all laws and regulations that apply to GICC, and the purpose of this policy is to support GICC’s goal of legal compliance.

REPORTING RESPONSIBILITY

It is the responsibility of all employees, officers, directors and committee members of GICC to report any violation or suspected violation of any law, any suspected fraud, misuse or misappropriation of GICC’s assets or properties, or any other dishonest or unethical conduct or activity in accordance with this Whistleblower Policy.

NO RETALIATION

All employees, officers, directors and committee member shall be protected from retaliation if they should, in good faith, bring any unlawful or potentially unlawful policy, practice or activity, suspected fraud, misuse or misappropriation of GICC’s property or assets, or other dishonest or unethical conduct or activity to the attention of GICC.

GICC will not retaliate against an employee, officer, director or committee members who, in good faith, protests, raises a complaint, discloses or threatens to disclose any policy, practice or activity of GICC, or of any other individual or entity with whom GICC has a business relationship, on the basis of a reasonable belief that such policy, practice or activity is in violation of the law or is otherwise fraudulent, dishonest or unethical. A good faith report, concern or complaint is fully protected by this Whistleblower Policy, even if the conduct or activity reported, or question of concern or complaint is, after investigation, not substantiated. However, any allegations that prove not to be substantiated and are made maliciously or with the knowledge that they were false will be treated as a basis for disciplinary action up to and including termination of employment or removal from the board of directors or other position.

If you believe you have been subjected to retaliation as a result of raising a question or concern, you should immediately report such retaliation to the Executive Director, the Board President, or the Chair of the Governance Committee. Reports of retaliation will be promptly investigated in a manner intended to protect confidentiality, consistent with a thorough and fair investigation. An employee, officer, director or committee member who retaliates against someone who has reported a violation in good faith shall be subject to disciplinary action up to and including termination of employment or removal from the board of directors or other position.

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REPORTING VIOLATIONS OR SUSPECTED VIOLATIONS

Employees are encouraged to make any such report to their immediate supervisor or, if an employee is uncomfortable making a report to his or her immediate supervisor or not satisfied with the response of his or her supervisor, the employee is encouraged to make such report to the Executive Director or the Board President. Any officer, director or committee member desiring to make a report is encouraged to make such report to the Executive Director, the Board President, the Treasurer, or the Chair of Governance Committee. You may also report your concerns to a government or law enforcement agency if you have reasonable cause to believe a violation of law has occurred, although GICC encourages you to first report any such suspected violation to GICC’s Executive Director or Board President.

All supervisors at GICC are *required* to promptly inform the Executive Director of any report made to them of any violation or suspected violation of the law, or suspected fraud, misuse of GICC’s property or assets, or other unethical or dishonest conduct or activity, and the Executive Director is *required* to promptly inform the Board President or the Chair of the Governance Committee of any such report made to him or her.

Reports of violations or suspected violations of the law, suspected fraud or misuse or misappropriation of GICC’s property or assets, or other dishonest or unethical conduct or activity should contain enough information to enable an investigation of such violation or suspected conduct or activity to substantiate the underlying facts as to the matter reported. Violations or suspected violations may be submitted to GICC on a confidential basis or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. The board of directors of GICC has the authority to retain outside legal counsel, accountants, private investigators or any other resources deemed necessary to conduct a full and complete investigation of any and all allegations or concerns. Subject to legal constraints, the reporting employee, officer, director or committee member will be apprised as to the outcome of any investigation.

QUESTIONS

Questions related to the interpretation or this policy should be directed to the Executive Director, Board President, or Chair of the Governance Committee. You may also learn more about your rights by referring to the poster in the GICC office or by calling the California Attorney General’s Whistleblower hotline at 1-800-952-5225.

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VII. GIFT ACCEPTANCE POLICIES

Girls Incorporated of the Central Coast, a California nonprofit public benefit corporation doing business as “Girls Inc. of the Central Coast” (“GICC”), encourages the solicitation and acceptance of gifts to GICC to help the organization further its mission. The following policies and guidelines govern acceptance of gifts made to GICC.

PURPOSE OF POLICIES AND GUIDELINES

The Board of Directors of GICC and its staff are encouraged to solicit current and deferred gifts from individuals, corporations and foundations to secure the mission and future growth of GICC. These policies and guidelines govern the acceptance of gifts by GICC and provide guidance to prospective donors and their advisors when making gifts to GICC. The provisions of these policies shall apply to all gifts received by GICC. These policies are also intended to provide guidance to the staff of GICC with respect to gifts that are subject to review and approval by the Board of Directors or the Executive Committee of the Board of Directors (the “Executive Committee”).

ROLES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE

The Executive Committee shall oversee all gift transactions as specified in this document. The Executive Committee may also adopt standard forms for agreements with donors, and shall, from time to time, review these Gift Acceptance Policies and make recommendations to the Board of Directors regarding revisions to the same. Except as otherwise expressly provided herein, the Executive Committee shall be authorized to make final decisions regarding the acceptance of all gifts.

The types of gifts that will be reviewed by the Executive Committee shall include, but not be limited to, the following:

- Gifts that are restricted as to use, excepting gifts made to existing programs or funds in amounts of less than \$20,000
- Gifts of tangible personal property valued at \$5,000 or more or not readily usable in GICC’s nonprofit operations
- Gifts of intangible or all unusual tangible personal property
- Gifts of publicly or non-publicly traded stock or other securities
- Gifts of ownership interests in closely held limited liability companies, partnerships or other business entities
- Other non-traditional investments
- Gifts of real estate
- Gifts of annuity contracts and charitable annuity trusts
- Gifts that are exceptions to existing guidelines or which fall outside the definition of acceptable gifts in this policy

Unrestricted gifts of cash and other cash-like instruments (e.g. certificates of deposit and mutual funds that can be liquidated without restriction) in an unlimited amount may be accepted by the Executive Director or the Executive Committee on behalf of GICC.

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Restricted gifts of cash and other cash-like instruments may be accepted by the Executive Director or the Executive Committee if such gifts are in an amount of less than \$20,000 and restricted only as to use for an existing program of GICC.

Unrestricted gifts of tangible personal property that can readily be used in GICC’s nonprofit operations and having a value of less than \$5,000 may also be accepted by the Executive Director or the Executive Committee on behalf of GICC.

A special meeting of the Executive Committee may be called at any time by the President, Treasurer, or Executive Director of GICC or any two (2) members of the Board of Directors in accordance with the notice provisions for special meetings of the Board of Directors in the event a review of a potential gift is required or desired. Meetings of the Executive Committee may be held by telephone conference or any means permitted under the Bylaws of GICC.

POLICIES

All information concerning donors and prospective donors shall be held in strict confidence by GICC subject to legally authorized and enforceable requests for information by government agencies and courts, and the disclosure of such information to GICC’s legal counsel, accountants and other professional advisors. All other requests for, or releases of, information concerning a donor or prospective donor will be honored or allowed only if permission is obtained from the donor or the donor’s representative prior to the release of such information.

Persons acting on behalf of GICC shall encourage the donor to discuss the proposed gift with the legal and/or tax advisors of the donor’s choice, at the donor’s expense. This is to ensure that the donor receives a full, accurate, and independent explanation of all aspects of the proposed charitable gift.

Persons acting on behalf of GICC shall advise the donor that it is the donor’s responsibility to obtain any necessary appraisals, file appropriate personal tax returns, and defend against any challenges to claims for tax benefits.

The President, Treasurer, Executive Committee, and Executive Director of GICC and consultants retained by GICC for this purpose are authorized to negotiate planned gift agreements with prospective donors. All planned giving agreements requiring execution by GICC shall first be reviewed and approved as to form by GICC’s legal counsel. However, an agreement need not be reviewed provided it is based on a form of agreement that has been previously reviewed and approved by GICC’s legal counsel.

All gifts, unless otherwise indicated, shall be applied to unrestricted funds. GICC will accept restricted gifts, such as gifts made for specific programs and purposes, provided that (i) the gift is consistent with GICC’s stated mission, (ii) the restrictions do not violate the terms of GICC’s corporate charter, this policy or applicable law, and (iii) the restrictions do not otherwise impose an undue burden on GICC or its operations, as determined by the Executive Committee or Board of Directors in its discretion. It is important for donors to understand how important unrestricted gifts are to the success of GICC and its ability to operate its programs. The Board of Directors encourages all gifts to be made on an unrestricted basis if acceptable to the donor so as to enable the Board of Directors to utilize the gift to the optimum advantage of GICC’s programs.

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At the request of a donor, GICC may endow gifts of \$100,000 or more, subject to the approval of the Board of Directors. All endowed gifts shall be made and accepted only on the terms and conditions set forth in a gift agreement or other gift instrument approved as to form by both GICC and the donor.

TYPES OF GIFTS/ASSETS

GICC will accept gifts in the form of the following assets, subject to the conditions described herein. In order to provide written substantiation for gifts, the donor’s name and address must be provided.

Cash: Gifts of cash are encouraged and are to be delivered to GICC’s Executive Director or Treasurer as soon as possible for deposit.

Checks: Checks should be made payable to “Girls Inc. of the Central Coast.” If restricted, the specific program or fund for which the check is intended should be noted in the bottom left corner of the check or in attached correspondence.

Pledged Gifts: Written pledges to make gifts may be made unrestricted or applicable to any GICC program. A schedule of pledges payable should be included in the fund agreement letter or other written instructions from the donor.

Marketable Securities: Publicly traded stocks and bonds may be electronically transferred, re-registered in the name of GICC, or conveyed through use of a stock power form. GICC will also accept interests in mutual funds, provided, such funds can be liquidated without restriction. These securities/bonds/funds will be sold upon receipt unless the donor requests otherwise and retention is approved by the Board of Directors. Stock subject to restrictions on transfer under Securities and Exchange Commission Rule 144 will be held until the restriction on sale expire and then will be sold. Gifts of bonds that require a holding period may be accepted and cashed when the holding period has expired.

Securities that shall not be accepted without specific authorization from the Board of Directors include those which are assessable or which in any way may create a liability; those, which, by their nature, may not be assigned (such as Series E savings bonds); and those which have no apparent value.

Non-publicly traded securities will, generally, not be accepted, except as otherwise provided under “Business Entities” below.

Interest in Business Entities: Donors may make gifts of an interest in a business entity (i.e., closely held securities, limited partnership interests, interests in limited liability companies). These gifts are subject to review by GICC’s legal counsel and may be accepted only with the approval of the Board of Directors if it determines that GICC will assume no liability in receiving them. In evaluating a proposed gift of such assets, the Board of Directors will consider the probability of conversion to a liquid asset within a reasonable period of time, any restrictions on the transfer of the interest, the projected income that will be available for distribution, the nature of the business from which the asset is derived, and the potential adverse tax consequences to GICC of accepting the gift.

A completed IRS Form 8283 (“Noncash Charitable Contributions”), an independent appraisal, and written assurances or indemnification that GICC will not be held liable if the business becomes bankrupt, insolvent or is sued, must accompany all such gifts.

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GICC will not accept gifts of general partnership interests due to potential unlimited liability.

GICC may elect not to accept any business interest that would result in unrelated business income (“UBI”) to GICC.

Real Property: Unencumbered real property may be accepted at fair market value accompanied by a qualified appraisal, provided by the donor. The donor must provide, at the donor’s expense, evidence of clear title to the property such as a current condition of title report, and GICC may request that the donor obtain a title policy in GICC’s favor at the donor’s expense.

Real property that is encumbered by a trust deed, loan or mortgage will be accepted only in exceptional circumstances.

Prior to acceptance of a gift of real property, GICC and the donor must agree, in writing, on arrangements for paying expenses associated with the property, including taxes and assessments, insurance coverage, and maintenance costs.

In order to avoid potential liability for environmental cleanup or other issues associated with the presence of toxic or hazardous materials, GICC may require inspection or environmental site assessment of proposed gifts of real estate and assets related to real property, which inspections shall be made with the consent of and at the expense of the donor.

In addition to the considerations listed above, commercial properties and businesses will be examined in relationship to the potential for exposure of GICC to unrelated business taxable income.

A completed IRS Form 8283 (Noncash Charitable Contributions”) must accompany gifts of real property.

Any real property will be promptly sold unless the donor requests otherwise and said request is approved by the Executive Committee and the Board of Directors of GICC.

Life Estates – Remainder Interest in Property: GICC may accept a remainder interest in a personal residence, farm, or vacation property subject to the provisions of above related to gifts of real estate. The donor or other occupants may continue to reside, farm or otherwise use the real property for the duration of the stated life. At the death of the life estate beneficiary, GICC may use the property or sell the property and use the cash proceeds for its nonprofit operations. Where GICC receives a gift of a remainder interest, expenses for maintenance, real estate taxes and any property indebtedness are to be paid by the donor or primary beneficiary throughout the retained interest.

Tangible Personal Property: Gifts of tangible personal property such as vehicles, boats, airplanes, artwork, furniture, equipment, jewelry, gems, and metals may be accepted as determined by the Executive Committee or the Executive Director if the value is less than \$5,000 and the property can readily be used in GICC’s nonprofit operations. Executive Committee approval is required if the value of any such gift is over \$5,000 or any such gift can’t be readily used in GICC’s nonprofit operations. An appraisal, at the donor’s expense, is required for all gifts of tangible personal property where the donor estimates the value to be in excess of \$5,000. Such gifts must meet all other requirements under the Internal Revenue Code and the regulations adopted thereunder. Unless the property is to be used in connection with GICC’s tax-exempt

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purposes, it will be sold at the highest possible price as soon as possible after conveyance. No commitment will be made to keep gifts of personal property. GICC discourages gifts of personal property which cannot be readily sold or used by the organization to support its mission, or which require GICC to incur significant expenses prior to the sale of the asset. If a lengthy selling period is anticipated, GICC may ask the donor to cover such expenses with a cash gift.

A Completed IRS Form 8283 (“Noncash Charitable Contributions”) must accompany gifts of tangible personal property.

Oil, Gas and Mineral Interests: GICC may accept oil and gas property interests, when there is clear evidence of an income stream or marketability or the Executive Committee otherwise determines that acceptance is desirable. Prior to acceptance of an oil and/or gas interest, the gift shall be approved by the Executive Committee in consultation with appropriate legal professionals.

Insurance Policies and Proceeds: Donors may transfer ownership of a paid-up life insurance policy to GICC. GICC must be named both the beneficiary and the irrevocable owner of the policy before a life insurance policy can be recorded as a gift. Ordinarily, the gift will be valued at its interpolated terminal reserve value (i.e. cash surrender value) on the date of receipt. Subject to the approval of the Board of Directors, donors may transfer ownership of premium-due policies to GICC and make income tax deductible contributions in the amount of the premiums as allowed by the law. In either case, GICC shall be the owner and permanent beneficiary of the policy and retain the policy in its offices. Upon redemption, the proceeds of the policy will be treated as an unrestricted gift, unless expressly requested by the donor that the funds be used to establish a new fund, or contributed to any existing fund (see guideline above) maintained by GICC or the use of the proceeds is otherwise restricted to a specific program or activity. Paid-up policies of any value may be accepted by the Executive Committee. Gifts of premium-due policies must be approved by the Board of Directors.

Contributions of premiums due on premium-due policies must be made by direct payment to GICC at least ten (10) days prior to the premium due date. GICC will not assume delinquent premium payments. If a donor elects not to continue to make gifts to cover premium payments, the Board of Directors shall decide whether to continue to pay the premiums, convert the policy to a paid-up policy, or surrender the policy for its current cash value.

Donations of policies written to qualify as a contribution for a specified tax year must be certified as issued by the insurance company during such tax year to be a qualified donation for that tax year.

Life insurance beneficiary designations will not be recorded as gifts to GICC until such time as the gift is irrevocable. Donors and supporters of GICC shall be encouraged to name GICC as a beneficiary or contingent beneficiary on their life insurance policies.

Retirement Assets: Account-type retirement plans, in which a balance accumulates as principal, may be gifted to GICC. These include but are not limited to Individual Retirement Accounts (IRA’s), and 401(k), 403(b) and defined contribution plans. Annuity plans, such as defined benefit plans in which retirement benefits are paid out as income and principal and do not accumulate, generally cannot be used for charitable gifts.

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Methods for gifting retirement assets include:

- a. Naming GICC as successor or contingent beneficiary for all or part of the assets upon death of either the retirement asset owner or spouse;
- b. Creating a testamentary charitable remainder trust with the assets upon death of the owner, naming GICC as remainder beneficiary and the owner’s heirs as income beneficiaries.

The policies set forth herein governing specific assets, such as marketable securities, shall apply to the assets held within the plan.

Planned and Testamentary Gifts; Charitable Remainder Trusts: GICC’s planned and testamentary giving program encompasses all forms of gifts whose benefits do not fully accrue to GICC until some future time such as death of the donor or other income beneficiary or beneficiaries or the expiration of a predetermined period of time, or whose benefits to GICC are then followed by the interest of certain non-charitable beneficiaries. GICC accepts designation as the remainder beneficiary of charitable remainder trusts. A charitable remainder trust is an irrevocable trust created during the lifetime of the donor or through the donor’s will or trust. The charitable remainder trust must provide that a specified amount (not less than 5%) of the trust value is paid to one or more beneficiaries on an annual or more frequent basis. GICC does not serve as the trustee for charitable remainder trusts but can provide guidance regarding trustee options. GICC may also accept designation as a beneficiary under charitable remainder trusts (CRUT’s), charitable remainder annuity trusts (CRAT’s), and charitable lead trusts.

Representatives of GICC are authorized to solicit direct testamentary charitable contributions through wills or trusts, as well as testamentary contributions to established charitable remainder and lead trusts. Such solicitations should be accompanied by a recommendation that the donor consult his/her own attorney and/or tax counsel.

Charitable Gift Annuities (including Deferred Charitable Gift Annuities): A charitable gift annuity is a contractual arrangement between a donor and a nonprofit organization where the nonprofit organization accepts a gift of cash, cash equivalents, publicly traded securities, real estate or other assets in return for periodic payments (i.e. an annuity) to be made to the donor or a named beneficiary of the donor for life. Although GICC does not enter, directly, into charitable gift annuity contracts with donors, donors may establish a charitable gift annuity with the Community Foundation for Monterey County and designate GICC as the beneficiary of such charitable gift annuity.

Bargain Sales: GICC may enter into bargain sale arrangements only when the bargain sale will further the mission and purposes of GICC. A bargain sale is a sale of property for less than its fair market value. Some donors are willing to sell their property for an amount equal to their cost basis. The donor then recovers the donor’s investment and receives a charitable deduction for the appreciated portion. All bargain sales must be reviewed and approved by the Executive Committee. Factors to be considered in reviewing the appropriateness of the transaction include: (i) results of an independent appraisal obtained at the donor’s expense, (ii) the marketability of the property within 12 months or whether the property can be used in the conduct of GICC’s nonprofit operations, and (iii) carrying costs of holding the property prior to sale.

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Other Property: Property not otherwise described above of any type (including, without limitation, livestock, plants, building materials and supplies) may be accepted by the Executive Committee after consultation if deemed appropriate with GICC’s legal, tax and other professional advisors.

PROCEDURES FOR REVIEW OF GIFTS

In reviewing gifts to GICC, the Executive Director, the Executive Committee and/or the Board of Directors, as appropriate, will consider the following criteria:

- a. The charitable intent and ultimate benefit to the GICC community;
- b. The nature of any restrictions;
- c. The permanency of the gift, or in the case of a non-permanent fund, the amount of time the fund will remain with GICC;
- d. Projected costs of accepting and managing the gift asset; and
- e. Fee revenues to GICC for administering the gift

Acceptance by the Executive Director of unrestricted gifts consistent with the mission statement, purposes, bylaws and procedures of GICC shall not require review by the Executive Committee if the gifts are in any of the following forms:

- a. Cash or cash-like instruments (certificates of deposit and mutual funds that can be liquidated without restriction);
- b. Checks;
- c. Gifts of usable furniture, supplies and equipment valued at less than \$5,000 for use in the offices or programs of GICC;
- d. Any gifts of precious metals, where the value is easily established; or
- e. Gifts of operative vehicles valued at less than \$5,000.

Gifts, which are restricted as to use, may be accepted by the Executive Committee if such gifts are in an amount of less than \$100,000 and restricted only as to use for an existing program or activity of GICC.

All other gifts shall require review and approval by the Executive Committee or the Board of Directors. The Board of Directors shall review all restricted gifts that require GICC to establish any new fund, program or activity.

Gifts requiring Executive Committee or Board of Director review will be handled promptly. GICC staff will deliver to the Chair of the Executive Committee all information necessary to make a decision or a recommendation to the Board of Directors. If a gift is not accepted, the donor will be notified promptly in writing by GICC. All gift reviews will be handled with confidentiality.

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MISCELLANEOUS PROVISIONS

- A. Appraisals and Legal Fees.** It will be the responsibility of the donor to secure an appraisal and independent legal counsel for all gifts made to GICC where an appraisal is required.
- B. Valuation of Gifts.** GICC will use consistent methods for recording gifts for financial development purposes and accounting purposes and follow defined gift criteria in the Internal Revenue Code, Treasury Regulations, and FASB rules.
- C. Gift Instrument.** The purpose of the gift and the procedures for its administration shall, when feasible and required by the terms of these Gift Acceptance Policies, be defined in a letter, agreement or other gift instrument signed by the donor.
- D. Restrictions on Gifts.** All restricted gift agreements between GICC and the donor will include provisions for an alternate use if the restricted purpose cannot be achieved. Examples: If the restricted purpose of the gift can no longer be served, the donor agrees to let GICC use the gift for a similar purpose within GICC. Upon the dissolution of GICC, consistent with California law, the restricted gift will be given to a similar nonprofit organization for use similar to the donor’s original intention. All final decisions on the restrictive nature of a gift, and its acceptance or refusal, shall be made by the Board of Directors.
- E. Gift Acknowledgement and Management.** The acknowledgement and management of all gifts made to GICC will comply with the current federal, state and local requirements and shall be the responsibility of the GICC Staff, including but not limited to:
 - i.** Responsibility for IRS Filings upon sale of gift items. GICC is responsible for filing appropriate IRS forms.
 - ii.** Confidentiality: GICC will maintain the highest confidentiality standards for all donor files. Information in donor files may be used for GICC purposes only.
 - iii.** GICC Donor List: GICC will not sell, rent, or otherwise authorize the use of its donor list to any individual or organization.
 - iv.** Discontinuing Contact for Solicitation upon Request: GICC will take active measures to discontinue contacting any person upon that person’s oral or written request directed to GICC, its professional fundraiser, or other agent.

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USE OF LEGAL COUNSEL

GICC shall seek the advice of legal counsel in matters relating to the acceptance of gifts when appropriate. Such matters include, but are not limited to, the following:

- Gifts of closely held stock or other interests in privately held business entities
- Any arrangement where GICC is named as trustee
- Bargain sales
- Any arrangement wherein GICC is assuming any obligation
- Transactions with potential conflicts of interest

CHANGES TO GIFT ACCEPTANCE POLICIES:

These policies and guidelines shall be reviewed and updated from time to time by GICC's Governance Committee and Board of Directors. GICC's Board of Directors must approve, in writing, any changes to or deviations from these policies.

GICC has made a good faith effort by said policies to identify issues surrounding the receipt of charitable contributions to GICC. Matters or issues not addressed by these policies shall be resolved by the Executive Committee or the Board of Directors.