



THE GOVERNANCE OF
**VALLEY SCHOLARS
COLLEGE INITIATIVE**

Approved by the Board of Directors
November 15, 2020

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A LETTER FROM THE PRESIDENT

To my community,

Greetings! I am so humbled to introduce you to our organization's governing document, *The Governance of Valley Scholars College Initiative*. I implore you to invest yourself in this organization; we do great things for a great community.

To introduce myself: My name is Julián Aguilar and I am the founding President of Valley Scholars College Initiative, a not-for-profit and community-based organization striving to support our community's youth as they embark on the journey that is college admissions. In October 2018, I began framing the foundation of this organization after observing that my peers across the Central Valley were too often not provided the adequate resources, guidance, and support they need in order to navigate the college admissions process confidently and equitably. It pained me to see this level of inequity in an already tumultuous process. Even more saddening, we Central Valley students were told that a high-quality college education was simply unattainable for us.

Valley Scholars College Initiative is an organization like no other. It was designed by Central Valley natives and current college students who understand the precarious situation that our students face. Our programs were designed from the thorough research we conducted on near peer mentorships and workshop programming. Our organizational structure and trainings have been continually reevaluated to ensure that this organization always puts its community first. While doing so, we recognized that there exists a complexity in the issues of the Central Valley and we've put forth plans to evolve and accommodate such complexity. We hope to continue our evolution and to immerse ourselves in this community that we hold so dear to our hearts. We hope to continually recalibrate ourselves and our work with our mission, vision, and programming.

We are Valley Scholars College Initiative and we are here to move the needle forward when it comes to access to higher education for students in the Central Valley of California. Please join us in this adventure as we learn, lead, and grow.

In community,

Julián Aguilar
Founder & President



ARTICLES OF INCORPORATION



Secretary of State
Articles of Incorporation of a
Nonprofit Public Benefit Corporation

ARTS-PB-
501(c)(3)

4569854

FILED NH
 Secretary of State
 State of California

FEB 21 2020

IMPORTANT — Read Instructions before completing this form.

Filing Fee - \$30.00

Copy Fees - First page \$1.00; each attachment page \$0.50;
 Certification Fee - \$5.00

Note: A separate California Franchise Tax Board application is required to obtain tax exempt status. For more information, go to <https://www.ftb.ca.gov>.

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This Space For Office Use Only

1. Corporate Name (Go to www.sos.ca.gov/business/be/name-availability for general corporate name requirements and restrictions.)

The name of the corporation is Valley Scholars College Initiative

2. Business Addresses (Enter the **complete** business addresses. Item 2a cannot be a P.O.Box or "in care of" an individual or entity.)

a. Initial Street Address of Corporation - Do not enter a P.O. Box ████████████████████	City (no abbreviations) Turlock	State CA	Zip Code 95380
b. Initial Mailing Address of Corporation, if different than item 2a 555 E Main St #2352	City (no abbreviations) Turlock	State CA	Zip Code 95380

3. Service of Process (Must provide either Individual OR Corporation.)

INDIVIDUAL - Complete Items 3a and 3b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation) Julian	Middle Name Enrique	Last Name Aguilar	Suffix
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box ████████████████████	City (no abbreviations) Turlock	State CA	Zip Code 95380

CORPORATION - Complete Item 3c. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) - Do not complete Item 3a or 3b

4. Purpose Statement **Item 4a:** One or both boxes **must** be checked. **Item 4b:** If "public" purposes is checked in Item 4a, or if you intend to apply for tax-exempt status in California, you **must** enter the specific purpose in Item 4b.)

a. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for: public purposes. charitable purposes.

b. The specific purpose of this corporation is to increase access to colleges for Central Valley students

5. Additional Statements (See Instructions and Filing Tips.)

a. This corporation is organized and operated exclusively for the purposes set forth in **Article 4** hereof within the meaning of Internal Revenue Code section 501(c)(3).

b. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

c. The property of this corporation is irrevocably dedicated to the purposes in **Article 4** hereof and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

d. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **charitable, educational and/or religious** purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

6. Read and Sign Below (This form must be signed by each incorporator. See Instructions. Do not include a title.)

Julian Enrique Aguilar
 Signature

Julian Enrique Aguilar
 Type or Print Name



BYLAWS

ARTICLE 1. NAME

1.1 Corporate Name

The name of this corporation is Valley Scholars College Initiative (the “Corporation”). Official business must be conducted as Valley Scholars College Initiative.

ARTICLE 2. OFFICES

2.1 Principal Office

The principal executive office and the principal office for the transaction of the business of the Corporation may be established at any place or places within the County of Stanislaus in the State of California by resolution of the Board of Directors.

2.2 Other Offices

The Board of Directors may at any time establish branch or subordinate offices at any place or places within the County of Stanislaus in the State of California.

ARTICLE 3. PURPOSES

3.1 General Purpose

Valley Scholars College Initiative is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law of California (“California Nonprofit Corporation Law”) for both public and charitable purposes.

Valley Scholars College Initiative is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax codes.

3.2 Specific Purpose

3.2.1 *Mission Statement*

Valley Scholars College Initiative aims to promote college access and equity, furthering opportunities for students from the Central Valley of California.

3.2.2 *Specific Objectives*

The specific objectives of the Corporation shall be to develop and implement college access programs, facilitate connections to higher education, and nurture a sense of leadership and opportunity among students.

ARTICLE 4. LIMITATIONS

4.1 501(c)(3) Prohibited Activities

Notwithstanding any other provision of the Articles of Incorporation and these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a

corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the Corporation shall inure to the benefit or be distributed to any members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

4.2 Political Activities

The Corporation has been formed under California Nonprofit Corporation Law for the purposes described in Article III, and it shall conduct itself in a nonprofit and nonpartisan manner. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

4.3 Governing Instrument

The Corporation shall be governed by *The Governance of Valley Scholars College Initiative* (“*The Governance*”), a collection of the Corporation’s Articles of Incorporation, Bylaws, Resolutions, and any other policies, procedures, or binding documents as authorized by the Board of Directors.

4.4 Nondiscrimination Policy

Valley Scholars College Initiative does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, genetic information, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are fully committed to achieving a diverse workforce and providing an inclusive and welcoming environment for all members of our staff, volunteers, vendors, and clients.

ARTICLE 5. DEDICATION OF ASSETS

5.1 Property Dedicated to Nonprofit Purposes

The property of the Corporation is irrevocably dedicated to public and charitable purposes. No part of the net income or assets from any property of the Corporation shall ever inure to the benefit of any member, director, officer, or representative of the Corporation, or to the benefit of any private person.

5.2 Distribution of Assets Upon Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for public and charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 6. MEMBERSHIP

6.1 Members

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties, business, and affairs.

6.2 Non-Voting Affiliates

The Board shall have the authority to adopt policies and procedures for the admission of affiliates or other designated contributors who shall have no voting rights in the Corporation. Such affiliates or other contributors are not “members” of the Corporation as defined in Section 5056 of the California Corporations Code or any successor provision.

ARTICLE 7. BOARD OF DIRECTORS

7.1 Number

The Board of Directors (the “Board”) shall consist of not less than three (3) positions nor more than seven (7) positions, the exact number of Directors to be fixed, within the limits specified in this Section 7.1, by resolution of the Board.

7.2 Powers

7.2.1 General Powers

Subject to the provisions of the Articles of Incorporation, these Bylaws, the California Nonprofit Corporation Law and any other applicable laws, the properties, business, and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

7.2.2 Specific Powers

Without prejudice to the general corporate powers described in Section 7.1.1, and subject to the same limitations, the Board shall have the following powers.

(i) *Officers, Agents and Employees*

At its pleasure, the Board shall select, remove, and supervise all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law and with the governing instrument of the Corporation as described in Section 4.3; and fix their compensation.

(ii) *Principal Executive Office*

At its discretion, the Board shall change the principal executive office or the principal business office within the County of Stanislaus in the State of California from one location to another and conduct activities within the County of Stanislaus in the State

of California; and designate any place either virtually or within the County of Stanislaus in the State of California for the holding of meetings, including annual meetings.

(iii) *Corporate Seal*

At its discretion, the Board shall adopt, make and use a corporate seal; and alter the form of the seal. Such seal shall be kept with the President of the Board, or of the President is unable, with the Secretary to the Board.

(iv) *Borrow Money*

At its discretion, the Board shall borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

7.3 **Terms**

Each Director shall be elected to serve for a duration of four (4) years (the "Term"). Each Director, including a Director appointed to fill a vacancy, shall hold office until the expiration of the Term for which the Director was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws.

The first year of the Term shall begin on the next January 1 following the Director's election or, in the case of a Director appointed to fill a vacancy, immediately following the Director's appointment and the Term shall end on December 31 of the fourth year, unless the Director's term is extended for the aforementioned reasons. By resolution, the Board may arrange for terms to be staggered.

7.4 **Requirements and Qualifications, Nomination, Election**

7.4.1 *Requirements and Qualifications*

No two Directors related by blood or marriage or domestic partnership within the second degree of consanguinity or affinity may serve on the Board at the same time.

Each Director shall contribute at least one hundred cash dollars (\$100.00) to the organization annually to be provided at the beginning of the Fiscal Year, all or part of which may come from the value paid for or solicited by the Board member, and received by the Corporation. No contribution credit shall be given for in-kind donations. All Directors shall also contribute in the general fund raising efforts of the Corporation of which may come from the value paid for or solicited by the Board member, and received by the Corporation.

Notwithstanding any other provision of the Governing Instrument, the Board may by resolution require for additional qualifications.

7.4.2 *Nomination*

All prospective Directors must submit an application of inquiry to the Board for review and shall be nominated for election by the President of the Board.

7.4.3 *Election*

The election of Directors shall take place at the annual meeting, or at the meeting immediately following a vacancy on the Board. Elections must take place in a roll-call style vote. Election must constitute a two-thirds majority vote from the Board. Each Director may only cast one vote.

7.5 **Vacancies**

7.5.1 *Events Causing Vacancy*

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased; or (iii) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

7.5.2 *Removal*

Directors may be removed without cause by a two-thirds majority of Directors then in office.

7.5.3 *Resignations*

Except as provide in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President of the Board, the President of the Corporation, the Secretary to the Board, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

7.5.4 *Appointment to Fill Vacancies*

If a vacancy is created by any event, a simple majority of the remaining Directors then in office may appoint a new Director to serve until the completion of the vacant Term. Appointments to fill vacancies shall be made only at Special Meetings and with proper notice in keeping with Section 7.6.3 of this Article 7.

7.5.5 *No Vacancy on Reduction of Number of Directors.*

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

7.6 **Meetings**

7.6.1 *Annual Meeting*

Each year, the Board shall hold at least one (1) meeting during the Fiscal Year (the "All-Board Conference") for the purposes of election of Directors, appointment of Officers, review and approval of the corporate budget and transaction of other business. Unless the Board of Directors specifies otherwise in a Notice to the Directors, the meeting shall be held in December of every year.

The date, the hour, and the place of annual meetings shall be determined by the President of Board and an Annual Notice to the Directors may be distributed to the Board to serve as the official notice of meetings to the Board.

7.6.2 *Special Meetings*

Special meetings of the Board for any purpose may be called at any time by the President fo the Board or any two Directors.

7.6.3 *Notice of Meetings*

Except when the time and place of a meeting is set by an Annual Notice to the Directors in advance (as permitted by Section 7.6.1), notice of the time and place of all annual and special meetings shall be given to each Director by electronic mail (“e-mail”). All such notices shall be given or sent to the Director’s e-mail address as shown on the records of the Corporation.

Notices shall be delivered at least seventy-two (72) hours before the time set for the meeting.

7.6.4 *Place of Board Meetings*

Annual and special meetings of the Board may be held at any place within the state that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board. If the place of an annual or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Corporation.

Annual and special meetings of the Board may be held by conference telephone or other communications equipment permitted by federal and state law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of federal and state law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

7.7 **Quorum and Action of the Board**

7.7.1 *Quorum*

A simple majority of Directors then in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 7.9.

7.7.2 *Minimum Vote Requirements for Valid Board Action*

Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law or the Corporation’s Governing Instrument. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

7.7.3 *When a Greater Vote Is Required for Valid Board Action*

The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

- (i) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in Section 10.1 (provided that the vote of any interested Director(s) is not counted);
- (ii) Creation of, and appointment to, Committees as described in Section 9.1;
- (iii) Removal of a Director without cause as described in Section 7.5.2; and
- (iv) Adoption, amendments, or repealment of these Bylaws as described in Section 15.1.

7.8 **Waiver of Notice**

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the records of the Corporation as of the date of the protest.

7.9 Adjournment

7.9.1 Adjournments to Delay

A two-thirds majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

7.9.2 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

7.10 Conduct of Meetings

Meetings of the Board shall be presided over by the President, or, if the President is absent, the Treasurer or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with the Corporation's Governing Instrument, or with any provisions of law applicable to the Corporation.

7.11 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this Section 7.11 only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as an unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Written consent may be transmitted by e-mail or any other reasonable method satisfactory to the President and Secretary.

7.12 Fees and Compensation of Directors

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Also, Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors.

7.13 Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

7.14 Emergency Bylaws

7.14.1 When Applicable

Notwithstanding anything to the contrary herein, Section 7.14 applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Sections 7.6 and 7.7:

- (i) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion;
- (ii) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
- (iii) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
- (iv) A state of emergency proclaimed by the governor of the State of California, or by the President of the United States.

7.14.2 Emergency Actions

In anticipation of or during an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's ordinary business operations and affairs:

- (i) Modify lines of succession to accommodate the incapacity of any Officer or Director resulting from the emergency;
- (ii) Relocate the principal office or authorize the officers to do so.

During an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's ordinary business operations and affairs:

- (i) Give notice to a Director or Directors in any practicable manner under the circumstances when notice of a meeting of the Board cannot be given to that Director or Directors in the manner prescribed by Section 7.6
- (ii) Deem that one or more Officers present at a board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency the Board may not take any action that is not in the Corporation's ordinary course of business. Any actions taken in good faith during an emergency under this section bind the Corporation and may not be used to impose liability on a Board, Officer, Director, or representative of the Corporation. All provisions of the regular bylaws consistent with these emergency bylaws shall remain effective during the emergency.

ARTICLE 8. OFFICERS

8.1 Officers

The officers of the Corporation ("Officers") shall be a President, a Secretary, and a Treasurer. Any number of offices may be held by the same person, except that the Secretary and the Treasurer may not serve concurrently as the President.

8.2 Election of Officers

Any person may serve as an officer of the Corporation. The Officers, except those appointed in accordance with Section 8.6.4, shall be chosen by the Board of Directors, and each shall serve at the discretion of the Board until their successor shall be elected, subject to the rights, if any, of an officer under any contract of employment.

8.3 Removal of Officers

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or, except in the case of any officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

8.4 Resignation of Officers

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of the Corporation under any contract to which the officer is a party.

8.5 Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office. In the event of a vacancy in any office other than the President, such vacancy shall be filled temporarily by appointment by the President, and shall remain in office for 60 days, or until the next regular meeting of the Board of Directors, whichever comes first. Thereafter, the position can be filled only by action of the Board of Directors.

8.6 Responsibilities of Officers

8.6.1 *President of the Board*

The President of the Board (the “President”) shall be the Chief Executive Officer of the Corporation. The President shall lead the Board in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board, and shall perform all other duties incident to the office or properly required by the Board.

8.6.2 *Secretary*

The secretary of the Board (the “Secretary”) shall be the Chief of Staff to the Chief Executive Officer of the Corporation. The Secretary shall attend to the following:

- (i) *Bylaws*—The Secretary shall certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date.
- (ii) *Minutes*—The Secretary shall keep or cause to be kept a minute book as described in Section 12.1.
- (iii) *Notices*—The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.
- (iv) *Corporate Records*—Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws and the minute book.
- (v) *Corporate Seal and Other Duties*—The Secretary shall keep or cause to be kept the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

8.6.3 *Treasurer*

The treasurer of the Board (the “Treasurer”) shall be the Chief Financial Officer of the Corporation. The Treasurer shall attend to the following:

- (i) *Books of Account*—The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and 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 books of account shall be open to inspection by any Director at all reasonable times.
- (ii) *Financial Reports*—The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. In conjunction with other Directors or Officers, the Treasurer shall oversee budget plan preparations and shall ensure that appropriate financial reports are made available to any Director on a timely basis or as may be required by the Board.
- (iii) *Deposit and Disbursement of Money and Valuables*—The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or

cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.

8.6.4 *Additional Officers*

The Board may empower the President to appoint or remove such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

8.7 **Compensation of Officers**

The salaries of officers, if any, shall be fixed from time to time by resolution of the Board, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Corporation, provided, however, that such compensation paid a Director for serving as an officer of the Corporation shall only be allowed if permitted under the provisions of Section 7.15 of these Bylaws. In all cases, any salaries received by officers of the Corporation shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation.

ARTICLE 9. COMMITTEES

9.1 **Committees**

The Board may, by resolution adopted by a majority of the Directors then in office, create one or more Board Committees (“Committees”), including an executive committee, each consisting of two or more Directors, to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- (i) approve any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the Board or approval of a majority of all Directors;
- (ii) fill vacancies on the Board or in any Committee which has the authority of the Board;
- (iii) fix compensation of the Directors for serving on the Board or on any Committee;
- (iv) amend or repeal Bylaws or adopt new Bylaws;
- (v) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (vi) appoint any other Committees or the members of these Committees;
- (vii) expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or
- (viii) approve any transaction (i) between the Corporation and one or more of its Directors or (ii) between the Corporation and any entity in which one or more of its Directors have a material financial interest unless the conditions of Section 10.1.2.2 are satisfied.

9.2 Meetings and Action of Board Committees

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 concerning meetings of Directors, with such changes in the context of Article 7 as are necessary to substitute the Committee and its members for the Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

9.3 Quorum Rules for Board Committees

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

9.4 Revocation of Delegated Authority

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

ARTICLE 10. TRANSACTIONS

10.1 Contracts with Directors and Officers

10.1.1 Prohibited Transactions

The Corporation shall not be a party to any contract or transaction:

- (a) In which one or more of its Directors or officers has a material financial interest, or;
- (b) With any corporation, firm, association, or other entity in which one or more Directors or officers has a material financial interest, or;
- (c) With any corporation, firm, association, or other entity (other than a California nonprofit public benefit corporation) in which one or more of its Directors is a member; unless:
 - (1) The material facts concerning the contract or transaction and such Director's or officer's financial interest or common Directorship are fully disclosed in good faith and are noted in the minutes;
 - (2) Prior to authorizing or approving the contract or transaction, the board considers and in good faith determines after reasonable investigation that the Corporation could not

obtain a more advantageous arrangement with reasonable investigation under the circumstances or that the contract or transaction implements a charitable program of the Corporation;

- (3) The Corporation enters into the contract or transaction for its own benefit;
- (4) The contract or transaction is fair and reasonable to this Corporation or implements a charitable program of the Corporation at the time the contract or transaction is entered into, and;
- (5) Such contract or transaction is authorized or approved in good faith by a majority of disinterested Directors at the meeting with any interested Directors abstaining from voting, provided that majority has decision making authority under the quorum provisions of Section 7.9 of Article 7.

10.1.2 *Material Financial Interest*

A Director or officer of this Corporation shall not be deemed to have a “material financial interest” in a contract or transaction:

- (a) that fixes the compensation of a Director as a Director or officer;
- (b) that is authorized by the Board of Directors in good faith and results in a benefit to a Director or their families because they are in the class of persons intended to be benefited by the charitable program of this Corporation; or
- (c) where the interested Director has no actual knowledge of the transaction and it does not exceed the lesser of one (1) percent of the gross receipts of the corporation for the preceding year or \$100,000.

10.2 *Loans to Directors and Officers*

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, unless approved by the Attorney General of the State of California; provided, however, the Corporation may advance money to a Director or officer of the Corporation for expenses reasonable anticipated to be incurred in the performance of duties of such Director or officer, provided that in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Corporation.

10.3 *Interlocking Directorates*

No contract or other transaction between the Corporation and any California nonprofit public benefit corporation of which one or more Directors are Directors is either void or voidable because such Director(s) are present at a meeting of the Board of Directors that authorizes, approves, or ratifies the contract or transaction, if the material facts as to the transaction and as to such Director’s other Directorship are fully disclosed to the Board, and the Board authorizes, approves, or ratifies the contract or transaction in good faith by a vote of disinterested Directors at the meeting (subject to the quorum provisions of Article 7), or if the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified.

10.4 *Duty of Loyalty; Construction with Article 11*

Nothing in this Article shall be construed to derogate in any way from the absolute duty of loyalty that every Director and officer owes to the Corporation. Furthermore, nothing in this

Article shall be construed to override or amend the provisions of Article 11. All conflicts between the two articles shall be resolved in favor of Article 11.

ARTICLE 11. INDEMNIFICATION

To the full extent authorized under the laws of California, the corporation shall indemnify any Board, Officer, Director, or representative or former Board, Officer, Director, or representative of the corporation, or any person who may have served at the corporation's request as an Officer, Director, or representative of another corporation (each of the foregoing Officer, Director, or representative and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such Board, Officer, Director, or representative, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which indemnitee may be entitled under any Bylaw, agreement, resolution of the Board, or otherwise.

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

The corporation may purchase and maintain insurance on behalf of any person who is or was an Officer, Director, or representative against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article 11.

ARTICLE 12. CORPORATE RECORDS, REPORTS, AND SEAL

12.1 Minute Book

The Corporation shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

12.2 Books and Records of Account

The Corporation shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

12.3 Articles of Incorporation and Bylaws

The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

12.3.1 Maintenance and Inspection of Federal Tax Exemption Application and Annual Returns

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying.

12.4 Annual Report; Statement of Certain Transactions

The Board shall cause an annual report to be sent to each Director within 30 days after the close of the Corporation's fiscal year containing the following information:

- (i) The assets and liabilities of the Corporation, including the trust funds, as of the end of the fiscal year;
- (ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (iii) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for this fiscal year;
- (iv) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year;
- (v) A statement of any transaction (i) to which the Corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$5,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$5,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):
 - (i) Any Officer, Director, or representative of the Corporation, its parent, or its subsidiary;
 - (ii) Any holder of more than 10% of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Corporation; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

- (vi) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$1,000 paid during the fiscal year to any Officer, Director, or representative under Article 11 or Article 12.

12.5 Directors' Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

12.6 Corporate Seal

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE 13. FINANCIAL MATTERS

13.1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer, Director, or representative of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. No debts shall be contracted against the organization and such authority may be general or confined to specific business. Unless so authorized by the Board, no Officer, Director, or representative shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily beyond two hundred cash dollars (\$200.00).

13.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President.

13.3 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select. Except as otherwise provided in these Bylaws, all funds of the Corporation shall be deposited in accordance to deposit guidelines as established by the Board. Any and all banking, investment, or other financial accounts held by the organization shall have the Treasurer and President as signatories on said accounts.

13.4 Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

13.5 Fiscal Year

The fiscal year ("Fiscal Year") of the Corporation shall be the twelve-month period beginning January 1 and ending the following December 31.

13.6 Financial Review

Every one (1) fiscal year, the financial records, including the financial statements, bank statements, check registers, tax returns and any supporting documentation deemed necessary, shall be reviewed for the previous year. The Treasurer must conduct the review in accordance with any federal or state law.

13.7 Liability

No individual member or non-voting affiliate shall be personally responsible for any liability of the Corporation.

ARTICLE 14. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE 15. AMENDMENTS

15.1 Amendment by Directors

The Board may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

- (i) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- (ii) No amendment may extend the term of a Director beyond that for which such Director was elected.
- (iii) If bylaws are adopted, amended or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefor, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

CERTIFICATE OF THE SECRETARY

I certify that I am the duly elected and acting Secretary of Valley Scholars College Initiative, a California nonprofit public benefit corporation; that these Bylaws, consisting of the preceding pages, are the Bylaws of this Corporation as adopted by the Executive Board on November 14, 2020; and that these Bylaws have not been amended or modified since that date.

Lauren E. Machado
Secretary



RESOLUTIONS

A RESOLUTION TO APPLY FOR 501(c)(3) TAX-EXEMPT STATUS

Approved by the Board of Directors of Valley Scholars College Initiative on November 14, 2020

BE IT ENACTED BY THE BOARD OF DIRECTORS OF VALLEY SCHOLARS COLLEGE INITIATIVE THAT RESOLVED:

WHEREAS, the “A Resolution to Apply for 501(c)(3) Tax-Exempt Status” shall be executed in accordance with the Bylaws of Valley Scholars College Initiative;

WHEREAS, the mission of Valley Scholars College Initiative is to promote college access and equity, furthering opportunities for students from the Central Valley of California.;

WHEREAS, applying for federal non-profit tax-exempt status supports the mission of Valley Scholars College Initiative;

WHEREAS, applying for state non-profit tax-exempt status supports the mission of Valley Scholars College Initiative;

That the Board of Directors of Valley Scholars College Initiative is in full support of applying for federal and state non-profit tax-exempt status.

IN WITNESS HEREOF, the President of the Board of Directors of Valley Scholars College Initiative shall confirm below that the adoption of “A Resolution to Apply for 501(c)(3) Tax-Exempt Status” has been duly approved by a two-thirds majority vote by the Board of Directors of Valley Scholars College Initiative.

Julián Aguilar
President of the Executive Board
Valley Scholars College Initiative

A RESOLUTION TO GOVERN THE ADVISORY BOARD

Approved by the Board of Directors of Valley Scholars College Initiative on June 20, 2020

BE IT ENACTED BY THE BOARD OF DIRECTORS OF VALLEY SCHOLARS COLLEGE INITIATIVE THAT RESOLVED:

WHEREAS, the “A Resolution to Govern the Advisory Board” shall be executed in accordance with the Bylaws of Valley Scholars College Initiative;

WHEREAS, the mission of Valley Scholars College Initiative is to promote college access and equity, furthering opportunities for students from the Central Valley of California.;

WHEREAS, the Board of Directors governing the Advisory Board supports the mission of Valley Scholars College Initiative;

WHEREAS, the Charter for the Advisory Board supports the mission of Valley Scholars College Initiative;

That the Board of Directors of Valley Scholars College Initiative is in full support of the Charter for the Advisory Board to serve as the governing charter for the Advisory Board.

IN WITNESS HEREOF, the President of the Board of Directors of Valley Scholars College Initiative shall confirm below that the adoption of “A Resolution to Govern the Advisory Board” has been duly approved by a two-thirds majority vote by the Board of Directors of Valley Scholars College Initiative.

Julián Aguilar
President of the Executive Board
Valley Scholars College Initiative

CHARTER FOR THE ADVISORY BOARD

VALLEY SCHOLARS COLLEGE INITIATIVE

Adopted by the Board of Directors of the Valley Scholars College Initiative in accordance with "A Resolution to Govern the Advisory Board" approved as declared below on June 20, 2020

1. Name, Class, and Authorization

The non-voting affiliate class shall be defined as the "Advisory Board" with all the rights, privileges, and responsibilities of a non-voting affiliate class as described in the Bylaws of Valley Scholars College Initiative.

The Advisory Board is authorized by the Board of Directors and will serve at the pleasure of the governing body.

2. Purpose and Scope of Work

The Advisory Board is a standing non-voting affiliate class tasked with working collaboratively with the Board of Directors of the Corporation. The Advisory Board shall limit its activities to advising on matters that directly concern the Corporation's operational, financial solvency, and programming efforts. The Advisory Board shall have no legal responsibilities and is formed for the sole function of providing the Board of Directors with advice and recommendations regarding its delegated concerns. The Advisory Board shall have no authority to compel, direct, manage, or operate the Board of Directors or corporation to act on its advice and recommendations.

The Advisory Board shall:

- (i) be composed of diverse skills and experiences;
- (ii) provide the Board of Directors and corporation with objective opinions about the organization;
- (iii) provide input, skills and knowledge towards specific projects;
- (iv) and sign an appointment and member agreement, a confidentiality agreement, and a conflict of interest disclosure (when necessary and applicable).

Specific scope of work of the Advisory Board may include the following:

- (i) identify operational, financial solvency, programming, and marketing resources;
- (ii) assess the impact of programs, projects and events; serve as ad hoc on short-term events such as, the All-Board Conference;
- (iii) and serve as a non-political advocate for the organization.

3. Exclusions

3.1 Section Decision Making

Advisory Board affiliates shall have no power to make decisions about the organization. Advisory Board affiliates cannot outline rules for how the organization operates or give directives to the Board of Directors or Corporation.

It is the role and sole prerogative of the Board of Directors to enact policy. The Advisory Board is expected to offer recommendations for program improvement and to provide information relevant to policies that impact Central Valley students and Valley Scholars College Initiative programming within the community. Advisory Board affiliates are allowed to request documents from the organization; approval of document requests is at the sole discretion of the Board of Directors.

3.2 Spokesperson

Advisory Board affiliates shall not speak on behalf of the organization. This includes, but is not limited to, speaking to the press or discussing confidential business matters with clients or vendors.

4. Membership

The Advisory Board shall consist of no less than five (5) and no more than nine (9) affiliates. Advisory Board affiliates will be nominated by the President of the Board of Directors and elected by the Board of Directors. Advisory Board affiliates will constitute a cross-section of professionals from public and private sectors as it relates to the corporation's programming target populations.

Affiliate terms shall be three years, beginning on June 1 of the first year of a member's term and ending on May 31 of the last year of a member's term. No member shall serve more than two consecutive terms, but a former member may be re-appointed after a one-year absence from the Advisory Board.

There shall be two affiliate distinctions within the Advisory Board, that of a "Junior Advisor" and "Senior Advisor". The Board of Directors shall exercise reasonable discretion when assigning affiliate distinctions to the affiliates on the Advisory Board for the purposes of determining dues of affiliates. Each affiliate shall receive their affiliate distinction no later than sixty (60) days prior to the All-Board Conference.

5. Governance by the Executive Board

The President of the Board of Directors shall serve ex officio as the chairperson of the Advisory Board.

The Secretary of the Board of Directors shall serve ex officio as the secretary of the Advisory Board.

The Board of Directors shall maintain the right to facilitate all Advisory Board meetings, set the agenda for all Advisory Board meetings, and nominate and elect affiliates to the Advisory Board in accordance with Article 4 of this Charter and the Bylaws of Valley Scholars College Initiative.

6. Procedural Rules

6.1 *Parliamentary Procedure*

Except as otherwise provided in this Charter or in the Bylaws of Valley Scholars College Initiative, the Advisory Board shall be governed in its proceedings by the current edition of Robert's Rules of Order, Newly Revised.

6.2 *Meetings*

The Advisory Board shall have an annual meeting (the "All-Board Conference") as designated by the Board of Directors. Written notices of upcoming meetings will be emailed to members at least twenty (20) days before a meeting. Meetings shall be held remotely via a video conference platform.

All affiliates are required to be in attendance of two (2) of the three (3) meetings throughout their term to maintain good standing on the Advisory Board. Advisory Board affiliates are also required to complete biannual community feedback forms as distributed by Valley Scholars College Initiative and its Board of Directors. Advisory Board affiliates are under no obligation to attend regular meetings of the Board of Directors. Advisory Board affiliates may only attend said meetings at the invitation of a member of the Board of Directors.

6.3 *Quorum*

A quorum shall consist of a simple (51%) majority of affiliates.

6.4 *Minutes*

Minutes of each meeting will be kept by the secretary of the Advisory Board. An electronic copy will be emailed to the Advisory Board and Board of Directors within two (2) weeks after meeting.

6.5 *Recommendations and Reports*

Advisory Board recommendations and reports shall be submitted in writing to the Board of Directors. Documents will include both suggested action and justification for suggestions. The Board of Directors will respond to such recommendations and reports in writing to the Advisory Board. It is the responsibility of the secretary of the Advisory Board to disseminate the Board of Directors's responses to the the Advisory Board.

6.6 *Dismissal*

Affiliates who are absent without reasonable cause from two successive meetings will be considered to have resigned their seat. The Board of Directors will move to fill the position in accordance with the Bylaws of Valley Scholars College Initiative.

6.7 *Dues*

Any dues for affiliates shall be determined by the Board of Directors with recommendations from the Advisory Board. Notice of dues shall be disseminated to each Advisory Board affiliate with their respective dues amount no later than thirty (30) days before the beginning of the Fiscal Year of Valley Scholars College Initiative.

**A RESOLUTION TO APPROVE THE MEMORANDUM OF
UNDERSTANDING WITH TURLOCK HIGH SCHOOL**

Approved by the Board of Directors of Valley Scholars College Initiative on February 15, 2020

BE IT ENACTED BY THE BOARD OF DIRECTORS OF VALLEY SCHOLARS COLLEGE INITIATIVE THAT RESOLVED:

WHEREAS, the “A Resolution to Approve the Memorandum of Understanding with Turlock High School” shall be executed in accordance with the Bylaws of Valley Scholars College Initiative;

WHEREAS, the mission of Valley Scholars College Initiative is to promote college access and equity, furthering opportunities for students from the Central Valley of California.;

WHEREAS, a partnership with Turlock High School supports the mission of Valley Scholars College Initiative;

That the Board of Directors of Valley Scholars College Initiative is in full support of the Memorandum of Understanding with Turlock High School.

IN WITNESS HEREOF, the President of the Board of Directors of Valley Scholars College Initiative shall confirm below that the adoption of “A Resolution to Approve the Memorandum of Understanding with Turlock High School” has been duly approved by a two-thirds majority vote by the Board of Directors of Valley Scholars College Initiative.

Julián Aguilar
President of the Executive Board
Valley Scholars College Initiative



POLICIES

CONFIDENTIALITY POLICY

<i>Policy Title</i>	Confidentiality Policy
<i>Responsible Person</i>	President, Julián Aguilar
<i>Responsible Office</i>	Office of the President
<i>Endorsed By</i>	Board of Directors
<i>Contact</i>	President, Julián Aguilar (jaguilar@valleyscholars.org)
<i>Effective Date</i>	January 1, 2020
<i>Last Update</i>	November 14, 2020

It is the policy of Valley Scholars College Initiative that the Board of Directors, its Officers, Directors, staff, volunteers and representatives and its affiliates of Valley Scholars College Initiative will not disclose confidential information belonging to, or obtained through their affiliation with, Valley Scholars College Initiative to any person, including their relatives, friends, and business and professional associates, unless Valley Scholars College Initiative has authorized disclosure. This policy is not intended to prevent disclosure where disclosure is required by law.

Confidentiality is the preservation of privileged information. The Board of Directors, its Officers, Directors, staff, volunteers and representatives and its affiliates are cautioned to demonstrate professionalism, good judgment, and care at all times in handling any information related to Valley Scholars College Initiative to avoid unauthorized or improper disclosures of confidential information. While the Board of Directors, its Officers, Directors, staff, volunteers and representatives and its affiliates are expected and encouraged to discuss the organization with one another and targeted publics, they shall not report opinions expressed in meetings, nor shall they report independently on committee action, or engage in any communication that has not been approved by the President of the Board of Directors or that would not be supported by Board policy, procedures, or decisions.

At the end of any individual's term or upon retirement, resignation or removal from the Board of Directors or Advisory Board, the individual shall return, at Valley Scholars College Initiative's request, all documents, papers, and other materials, regardless of medium, which may contain or be derived from confidential information, in possession. It is expected that the Board of Directors, its Officers, Directors, staff, volunteers and representatives and its affiliates will not use trade secrets, client lists, or other confidential information acquired by virtue of being on the Board or affiliated, even after they complete their service with Valley Scholars College Initiative.

CONFLICT OF INTEREST POLICY

<i>Policy Title</i>	Conflict of Interest Policy
<i>Responsible Person</i>	President, Julián Aguilar
<i>Responsible Office</i>	Office of the President
<i>Endorsed By</i>	Board of Directors
<i>Contact</i>	President, Julián Aguilar (jaguilar@valleyscholars.org)
<i>Effective Date</i>	January 1, 2020
<i>Last Update</i>	November 14, 2020

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. This policy in no way is intended to replace or take precedence over other policies or the Bylaws and works in supplement to these other policies and the Bylaws.

Section 2. Definitions

A. *Interested Person*

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. *Financial Interest*

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

C. *Compensation*

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3. Procedures

A. *Duty to Disclose.* In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B. *Determining Whether a Conflict of Interest Exists.* After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. *Procedures for Addressing the Conflict of Interest*

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. *Violations of the Conflicts of Interest Policy*

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

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

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

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

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

DOCUMENT RETENTION POLICY

<i>Policy Title</i>	Document Retention Policy
<i>Responsible Person</i>	Secretary, Lauren Machado Treasurer, Brandon Harden
<i>Responsible Office</i>	Office of the Secretary Office of the Treasurer
<i>Endorsed By</i>	Board of Directors
<i>Contact</i>	Secretary, Lauren Machado (lmachado@valleyscholars.org) Treasurer, Brandon Harden (bharden@valleyscholars.org)
<i>Effective Date</i>	January 1, 2020
<i>Last Update</i>	November 14, 2020

This policy specifies how important documents (hardcopy, online or other media) should be retained, protected and eligible for destruction. The policy also ensures that documents are promptly provided to authorities in the course of legal investigations or lawsuits.

Document Retention Schedule

The following types of documents will be retained for the following periods of time. At least one copy of each document will be retained according to the following schedule.

Corporate Records

Article of Incorporation to apply for corporate status	Permanent
IRS Form 1023-EZ to file for tax-exempt status	Permanent
Letter of Determination granting tax-exempt status	Permanent
Bylaws	Permanent
Policies	Permanent
Resolutions	Permanent
Board meeting minutes	Permanent
Sales tax exemption documents	Permanent
Tax or employee identification number designation	Permanent
Annual corporate filings	Permanent

Financial Records

Directory of Accounts	Permanent
Fiscal Policies and Procedures	Permanent
Audits	Permanent (digitized) 5 years (hardcopy)
Financial statements	Permanent (digitized) 5 years (hardcopy)
General Ledger	Permanent (digitized) 5 years (hardcopy)
Check registers/books	Permanent (digitized) 5 years (hardcopy)
Business expenses documents	Permanent (digitized) 5 years (hardcopy)
Business expenses documents	Permanent (digitized) 5 years (hardcopy)
Cancelled checks	Permanent (digitized) 5 years (hardcopy)
Invoices	Permanent (digitized) 5 years (hardcopy)
Investment records (deposits, earnings, withdrawals)	Permanent (digitized) 5 years (hardcopy)
Property/asset inventories	Permanent
Petty cash receipts/documents	Permanent (digitized) 5 years (hardcopy)
Credit card receipts	Permanent (digitized) 5 years (hardcopy)

Tax Records

Annual tax filing for the organization (IRS Form 990)	Permanent
Filings of fees paid to professionals (IRS Form 1099)	Permanent (digitized) 5 years (hardcopy)
Earnings records	Permanent (digitized) 5 years (hardcopy)
W-9 Forms	Permanent (digitized) 5 years (hardcopy)

Personnel Records

Director offer letters	Permanent (digitized) 5 years (hardcopy)
Acceptance of Director offer letters	Permanent (digitized) 5 years (hardcopy)
Acceptance of Director offer letters	Permanent (digitized) 5 years (hardcopy)
Promotions, demotions, letter of reprimand, termination	Permanent (digitized) 5 years (hardcopy)
Job descriptions, performance goals	Permanent (digitized) 5 years (hardcopy)
Director reimbursement records	Permanent (digitized) 5 years (hardcopy)

Insurance Records

Property Insurance policy	Permanent
Directors and Officers Insurance policy	Permanent
General Liability Insurance policy	Permanent
Insurance claims applications	Permanent
Insurance disbursements / denials	Permanent

Contracts

All insurance contracts	Permanent
Director contracts	Permanent
Construction contracts	Permanent
Legal correspondence	Permanent
Loan / mortgage contracts	Permanent
Leases / deeds	Permanent
Vendor contracts	Permanent (digitized) 5 years (hardcopy)
Warranties	Permanent (digitized) 5 years (hardcopy)

Donations / Funder Records

Grant dispersal contract	Permanent (digitized) 5 years (hardcopy)
Donor lists	Permanent (digitized) 5 years (hardcopy)
Grant applications	Permanent (digitized) 5 years (hardcopy)
Donor acknowledgements	3 years

Management Plans and Procedures

Strategic Plans	Permanent (digitized) 5 years (hardcopy)
Staffing, programs, marketing, finance, fundraising and evaluation plans	Permanent (digitized) 5 years (hardcopy)
Disaster Recovery Plan	Permanent (digitized) 5 years (hardcopy)

Email and Other Computer-Based Correspondence

This is in regard to correspondence/information that is developed and/or maintained by employees on the company's computers, whether it is in regard to work or personal information.

Director correspondence, e.g., emails	3 years
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Document Protection

Documents (hardcopy, online or other media) will be stored in a protected environment for the duration of the Document Retention Schedule. Computer backup media may be included.

Document Destruction

Hardcopy of documents will be destroyed by shredding or fire after they have been retained until the end of the Document Retention Schedule. Copies of computer backups will be destroyed by fire or other proven means to destroy such media after they have been retained until the end of the Document Retention Schedule.

Provision of Documentation for Investigations or Litigation

Documents requested and subpoenaed by legally authorized personnel will be provided within five (5) business days. The Board of Directors will authorize provision. No documents will be concealed, altered or destroyed with the intent to obstruct the investigation or litigation.

GIFT POLICY

<i>Policy Title</i>	Gift Policy
<i>Responsible Person</i>	Vice President of Finance, Brandon Harden
<i>Responsible Office</i>	Office of Finance
<i>Endorsed By</i>	Board of Directors
<i>Contact</i>	Vice President of Finance, Brandon Harden (bharden@valleyscholars.org)
<i>Effective Date</i>	January 1, 2020
<i>Last Update</i>	November 14, 2020

Valley Scholars College Initiative solicits and accepts gifts that are consistent with its mission and that support its core programs, as well as special projects.

Donations will generally be accepted from individuals, partnerships, corporations, foundations, government agencies, or other entities, without limitations.

In the course of its regular fundraising activities, Valley Scholars College Initiative will accept donations of money, real property, personal property, stock, and in-kind services.

Certain types of gifts must be reviewed prior to acceptance due to the special liabilities they may pose for Valley Scholars College Initiative. Examples of gifts which will be subject to review include gifts of real property, gifts of personal property, and gifts of stocks and securities.

All decisions to solicit and/or accept potentially controversial gifts will be made by the Executive Board in consultation with the Office of Finance. The primary consideration will be the impact of the gift on the organization.

JOINT VENTURES POLICY

<i>Policy Title</i>	Document Retention Policy
<i>Responsible Person</i>	Vice President of Finance, Brandon Harden
<i>Responsible Office</i>	Office of Finance
<i>Endorsed By</i>	Board of Directors
<i>Contact</i>	Vice President of Finance, Brandon Harden (bharden@valleyscholars.org)
<i>Effective Date</i>	January 1, 2020
<i>Last Update</i>	November 14, 2020

The purpose of this Policy is to protect the organization's tax-exempt status in situations in which it may enter into a joint venture with one or more parties that are not exempt from federal income taxation. This Policy provides guidelines to consider when making decisions about whether the organization will enter into a joint venture, and, if such an arrangement is entered into, how it may be structured to protect the organization's tax-exempt status. For the purpose of this Policy, all references to the "organization" shall be in reference to Valley Scholars College Initiative.

Scope

This Policy applies to any joint venture or similar arrangement between the organization and one or more taxable entities.

For purposes of this policy, a Joint Venture means any joint ownership or contractual arrangement through which there is an agreement to jointly undertake a specific business enterprise, investment, or exempt-purpose activity without regard to: (1) whether the organization controls the venture or arrangement; (2) the legal structure of the venture or arrangement; or (3) whether the venture or arrangement is taxed as a partnership or as an association or corporation for federal income tax purposes.

For purposes of this Policy, the term Joint Venture does not include a venture or arrangement where (a) 95% or more of the venture's or arrangement's income for its tax year ending with or within the organization's tax year is described in sections 512(b)(1)-(5) of the Internal Revenue Code (concerning certain forms of passive income including interest, dividends, royalties, rents from real property, revenues from the sale of property, and unrelated debt-financed income), and (b) the primary purpose of the organization's contribution to, or investment or participation in, the venture or arrangement is the production of income or appreciation of property.

Covered Members of the Organization

This Policy applies to the Board of Directors, its Officers, Directors, and representatives and its affiliates.

Policy

Joint Venture Review and Approval

Prior to either entering into a Joint Venture or amending the terms of an existing Joint Venture, all documents proposed to be executed by or otherwise binding on the organization, including, without limitation, the Joint Venture operating agreement or similar document ("Joint Venture Documents"), together with a brief written summary, shall be submitted to the organization's Office of Finance for review and approval or disapproval. Expedited review of a proposed Joint Venture shall be granted upon demonstration by the organization member or affiliate requesting such a review that the expedited process is required and that failure to do so would result in the loss of the proposed Joint Venture. Potential Joint Ventures that involve the Board of Directors shall be submitted to the Board of Directors for prior review and approval, in accordance with that organization's existing by-laws.

Joint Venture Tax Exemption Requirement

In the negotiation and review of proposed Joint Ventures and Joint Venture Documents, the organization must evaluate its participation in such Joint Ventures under applicable federal tax law and take steps to safeguard the organization's tax-exempt status with respect to such Joint Ventures. The organization shall negotiate in its Joint Ventures such terms and safeguards adequate to ensure that the organization's tax-exempt status is protected. Such safeguards should be set forth in the Joint Venture Documents and, whenever feasible under the particular circumstances of the proposed Joint Venture, include statements that:

- Assure that the Joint Venture furthers the tax-exempt purpose of the organization;
- Provide that the organization has sufficient control over the Joint Venture to ensure that the Joint Venture at all times shall be operated and managed in a manner that furthers the tax-exempt purpose of the organization;
- Require any duty that the Joint Venture participants, the members of the Joint Venture's governing bodies or the Joint Venture's officers may have to maximize the Joint Venture's profits or to take, or refrain from taking, any other action, is overridden by the duty to faithfully satisfy the exempt purposes of the organization without regard to the consequences for maximizing profitability;
- Assure that the Joint Venture shall not cause the organization to act other than exclusively in furtherance of its tax-exempt purpose or adversely affect its tax-exempt status;
- Assure that the Joint Venture does not directly or indirectly engage in any activities that would jeopardize the organization's exemption (such as political intervention, substantial lobbying or direct political contributions or support);
- Provide that the organization receives ownership interests in the Joint Venture that are proportional and equal in value to the ownership interests to be received by the other Joint Venture participants;
- Require debt of the Joint Venture not be guaranteed by the organization in a manner that could cause the organization to be responsible for more than its proportional share; and
- Require that sufficient operating controls be implemented at the Joint Venture to assure all contracts and transactions involving the organization and the Joint Venture are on an arm's-length basis (or more favorable to the organization).

Amendments

Any proposed amendments to the Joint Venture Documents or changes in the manner or method of the Joint Venture's governance or operation must be reviewed by the Office of Finance.

Monitoring and Reporting Responsibilities

- If the proposed Joint Venture is approved and implemented, the President, Treasurer, or their designee, is charged with responsibility to ensure that the Joint Venture and its operation adheres to the items set forth in Item 2 above.
- Each Joint Venture must submit the following items to the President, Treasurer, or their designee, within six months after each year end (unless otherwise approved by the President, Treasurer, or their designee).

Document Retention

A fully executed original of each of the Joint Venture Documents and all other significant documents and agreements relating to the Joint Venture, including, without limitation (as applicable), Articles of Incorporation or Organization, Bylaws, Operating Agreement, Partnership Agreement, Management Agreement, Service Agreements and Leases, and a fully executed original of all amendments to any of the foregoing, and if available, electronic copies of each of the foregoing shall be maintained by the department originating the Joint Venture, and shall be maintained in accordance with the organization's Document Retention Policy. Executed Originals may include facsimile or electronic signatures if permitted by the document so executed.

Violations

Violation of this policy and procedure or failure to timely cooperate in complying with its provisions may result in disciplinary action up to and including dismissal.

REIMBURSEMENT POLICY

<i>Policy Title</i>	Reimbursement Policy
<i>Responsible Person</i>	Vice President of Finance, Brandon Harden
<i>Responsible Office</i>	Office of Finance
<i>Endorsed By</i>	Board of Directors
<i>Contact</i>	Vice President of Finance, Brandon Harden (bharden@valleyscholars.org)
<i>Effective Date</i>	January 1, 2020
<i>Last Update</i>	November 14, 2020

Expense reimbursement is a method for paying individuals back when they spend their own money on business-related expenses. These expenses include travel, hospitality, and small business related purchases.

Valley Scholars College Initiative's expense reimbursements plan follows the requirements of the Internal Revenue Service Code Section 62 on Accountable Plans.

An Accountable Plan is any reimbursement or other expense allowance arrangement that meets all of the following requirements:

- *Business connection:* The arrangement provides reimbursements of an employee's business expenses paid or incurred in the performance of services as an employee.
- *Substantiation:* The employee must submit information to the payer sufficient to satisfy the "adequate accounting rules" with respect to travel, entertainment, or other business expenses. For other reimbursed expenses, information must be submitted that is sufficient to enable Valley Scholars College Initiative to identify the specific nature of each expense and to conclude that the expense is an employee business expense. Each of the elements of an expenditure or use must be substantiated. Expenses must be substantiated within 60 days of expense.
- *Return of excess amounts:* The arrangement must require that an employee return to the payer within a reasonable time the amount of the reimbursement or allowance that exceeds the substantiated expenses. A reasonable period of time is defined under a safe harbor as an expense or advance substantiated within 60 days and any excess advance returned within 120 days of when the expense is paid or incurred. If an employee fails to return amounts in excess of the substantiated amounts within a reasonable time, only the amounts not in excess of the substantiated amounts are excludable from gross income. The unsubstantiated amounts are considered gross income subject to withholding and must be reported on Form W-2.

Certain transactions will not be reimbursed under Valley Scholars College Initiative's Accountable Plan:

- Transactions that are determined to be of personal use or personal benefit will not be reimbursed.

- Payment of independent contractor services (including guest speaker), by an employee, will not be reimbursed.
- Payment of travel expenses for individuals not employed by Valley Scholars College Initiative, by an employee, will not be reimbursed.
- Items that are restricted purchases are not reimbursable.
 - Restricted purchases include, but are not limited to: computer hardware and software, leases and housing rentals,

Expense reimbursement is not intended for the routine purchase of office supplies or other business related expenses.

Requests for the reimbursement of purchases that do not comply with Valley Scholars College Initiative's Accountable Plan rules may, with the approval of the employee's manager and/or Senior Officer Approval, be processed as a payroll adjustment. The payment may be grossed-up if office funds are available for the additional payment.

The organization is a tax exempt organization. Every effort must be made to avoid paying sales tax. Purchases for organizational business should be made through one of the acceptable methods to avoid paying sales tax and support the organization's strategic sourcing initiatives.

Procedures

All expense reimbursements are initiated through the Office of Finance "Reimbursement Request Form".

- There are specific policies for reimbursements related to gifts. Review those specific policies for additional requirements.

When a claimant goes on a work-related trip, the Office of Finance will arrange your accommodation, transportation, and will document the expenses. However, you are required to do the following:

1. Document expenses Valley Scholars College Initiative hasn't directly arranged for, like taxi fares. *You must ask for receipts whenever possible, as you might be entitled to a per diem sum to cover additionally necessary travel expenses.*
2. Submit a Reimbursement Request Form with a W-9 form to the Office of Finance with all necessary documentation within two weeks of your trip.

The Office of Finance is responsible for the approval of the claimant reimbursement claims. Once approved, you will receive the reimbursement via check within fourteen (14) business days.

When claimant incur work-related expenses, they are required to:

1. Ask for the Office of Finance's approval.
2. Submit a Reimbursement Request Form to the Office of Finance.
3. Submit all relevant receipts and bills and forms for business dinners and transportation within two weeks.

Any excessive expenses will be investigated and if cases of falsified or exaggerated claims are found, Valley Scholars College Initiative will take disciplinary action.

WHISTLEBLOWER POLICY

<i>Policy Title</i>	Whistleblower Policy
<i>Responsible Person</i>	Vice President of Operations, Julián Aguilar
<i>Responsible Office</i>	Office of Operations
<i>Endorsed By</i>	Board of Directors
<i>Contact</i>	Vice President of Operations, Julián Aguilar (jaguilar@valleyscholars.org)
<i>Effective Date</i>	January 1, 2020
<i>Last Update</i>	November 14, 2020

Valley Scholars College Initiative requires the Executive Board, its Officers, Administrative Officers, and Directors to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As Officers and Directors of Valley Scholars College Initiative, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Responsibility

This Whistleblower Policy is intended to encourage and enable Officers, Directors, employees, volunteers and others to raise serious concerns internally so that Valley Scholars College Initiative can address and correct inappropriate conduct and actions. It is the responsibility of all Officers, Directors, employees, volunteers and affiliates to report concerns about violations of Valley Scholars College Initiative's policies or suspected violations of law or regulations that govern Valley Scholars College Initiative's operations.

No Retaliation

It is contrary to the values of Valley Scholars College Initiative for anyone to retaliate against any Officer, Director, employee, volunteer or affiliate who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of Valley Scholars College Initiative. An Officer, Director, employee, volunteer or affiliate who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of contract.

Procedure

Valley Scholars College Initiative has an open door policy and encourages that Officers, Directors, employees, volunteers and affiliates share their questions, concerns, suggestions or complaints with their supervisor.

All complaints are overseen by the Office of Operations and the Director of Human Resources. All members and affiliates are required to report complaints or concerns about suspected ethical and legal violations in writing to the Director of Human Resources, who has the responsibility to investigate all reported complaints. Persons with concerns or complaints may also submit their concerns in writing directly to the President of the Executive Board or the Office of Operations.

Director, Human Resources

The Director of Human Resources is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The Director of Human Resources will advise the Board of Directors of all complaints and their resolution and will report at least annually to the Vice President of Finance on compliance activity relating to accounting or alleged financial improprieties.

Accounting and Auditing Matters

The Director of Human Resources shall immediately notify the Vice President of Finance of any concerns or complaints regarding corporate accounting practices, internal controls or auditing and work with the office until the matter is resolved.

Actions of Good Faith

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Director of Human Resources will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.