



# BOARD MEMBER

*Welcome Kit*



# BOARD MEMBER WELCOME KIT

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EVERY WOMAN SHOULD BE HEAD BOSS\* IN CHARGE OF HER FUTURE

**OUR BOARD OF DIRECTORS  
LEAD OUR MISSION**

## PURPOSE

HBIC HQ (AKA: Head Boss\* In Charge Headquarters) is built on the idea that women should have a dedicated support system and ready access to the tools and education to help them achieve financial freedom, regardless of their current situation.

## PLEDGE

Our dedication is to see more Women Owned Businesses drive our future. We pledge to achieve this by empowering entrepreneurship and providing programs focusing on professional and personal development for women-identified individuals.

## PEOPLE

As a nonprofit our programs, made possible in majority via membership donations, support women-identified individuals who are survivors of domestic abuse, former foster youth, or have faced homelessness or other adversities.

# *Mission Statement*







## *Altruism*

Our Community was built to support the practice of selfless concern for the happiness and well-being of others.



## *Ownership*

Our Community takes ownership and pride in being the principle support for the continuation of our Programs and Grants.



## *Empowerment*

Our Community empowers women to become the Head Boss\* In Charge of their future, no matter where they are today.

# *Core Values*





# *Our Programs*





# *HB1C HQ Programs*



**MENTORSHIP  
CERTIFICATION**



**PAVE THE PATH TO  
SUCCESS PROGRAM**



**STARTUP INCUBATOR  
GRANT PROGRAM**

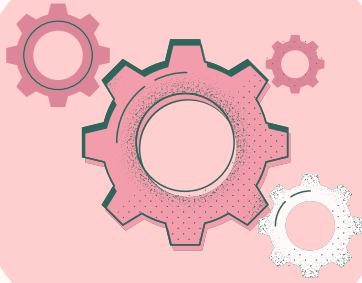


**YOUTH LEADERSHIP  
INTENSIVE**



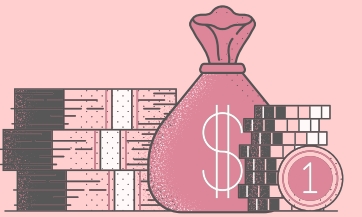
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# KEY POINTS OF SUPPORT



## ***Program Support***

Each of our programs are volunteer-driven and we need Leaders who can help support our mission for both program coordination and volunteer/intern coordination. These Leaders roll up their sleeves and lead by example, demonstrating our core value of altruism in action.



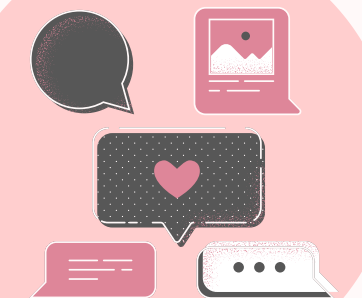
## ***Fundraising Support***

All of our programs, sponsorships, and grants are funded through public donations and we need Leaders who can help support our mission by using fundraising best practices for public contributions and aligning our organization with contribution programs and endowments from other organizations.



## ***Community Support***

Our community is comprised of three parts: fund contributors, volunteers, and program participants. We need Leaders who can balance and support each of our communities to their unique standards of engagement, including developing online events, newsletters, and community appreciation one-offs.



## ***Marketing & PR Support***

We need Leaders who can help support our mission by using PR best practices and assisting in strategic partnerships for both marketing and public relations. The more we grow the more we have get our programs out there and reach more of the population who needs us most right now.



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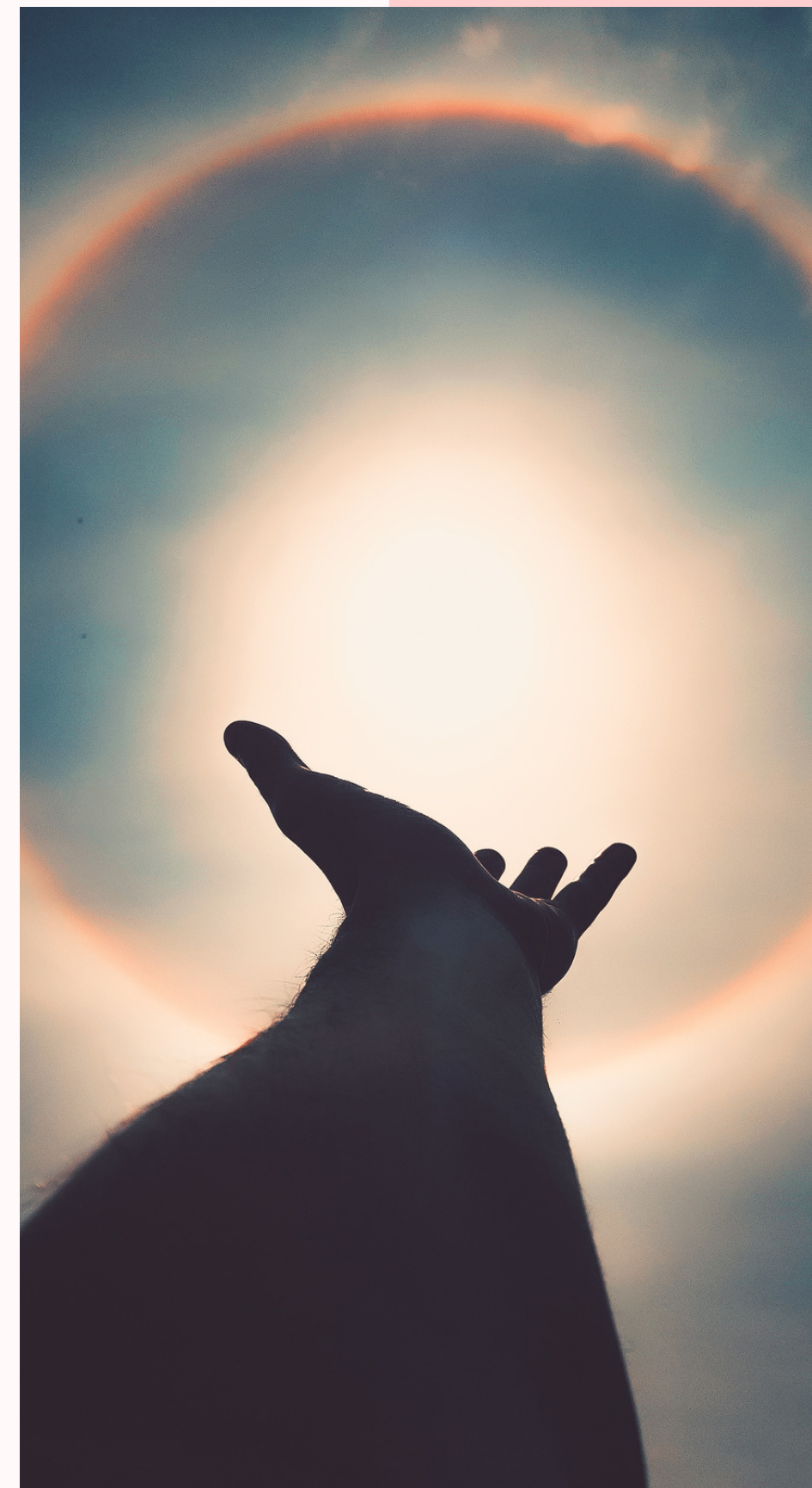
# BOARD OF DIRECTORS RESPONSIBILITIES





# *Board Member Responsibilities*

- BE KIND AND CONSIDERATE, WE'RE ALL IN THIS TOGETHER
- CONTRIBUTE BOTH AS A DONOR (\$1,000) & VOLUNTEER COMMITTEE LEADER, AS YOUR VOTE IS DEPENDENT ON THESE
- BE RELIABLE AND RESPONSIBLE, WE BELIEVE IN YOUR INTEGRITY AND RELY ON YOUR PROFESSIONALISM
- BE PUNCTUAL FOR MEETINGS, EVENTS, DELIVERABLES, ETC
- COMMUNICATE ANY ISSUES OR CONCERNS WHICH ARE LIKELY TO AFFECT YOUR BOARD OR COMMITTEE DUTIES
- COMMIT TO AND ATTEND ALL BOARD & COMMITTEE MEETINGS AND PERIODIC TEAM VIRTUAL GATHERINGS
- MAINTAIN OUR MISSION AND COMPLY WITH OUR BYLAWS, CONFLICT OF INTEREST POLICY, AND CODE OF CONDUCT
- HAVE FUN! YOU'RE DOING GREAT WORK FOR A GREAT CAUSE





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# BOARD OF DIRECTORS CODE OF CONDUCT



# *Board Member Code of Conduct*

- BOARD MEMBERS REPRESENT HBIC HQ, BEHAVIOR AND CONDUCT MUST STAY WITHIN THESE STANDARDS.
- BOARD MEMBERS WILL NOT POST, PUBLISH, OR OTHERWISE COMMUNICATE ANY DISPARAGING STATEMENTS, IMAGES, OR OTHERWISE WHICH CONTRADICTS OUR MISSION AND PURPOSE, WE ARE ALL HERE TO SUPPORT THE MISSION.
- BOARD MEMBERS WILL NOT POST, PUBLISH, OR OTHERWISE COMMUNICATE ANY HATE SPEECH AGAINST ANY RACE, RELIGION, GENDER, SEXUAL ORIENTATION, OR OTHER PROTECTED MINORITY COMMUNITY, ZERO TOLERANCE.
- BOARD MEMBERS UNDERSTAND THAT VOLUNTEERS & INTERNS ARE A RESPECTED AND INTEGRAL PART OF OUR COMMUNITY AND WILL BE TREATED AS SUCH.
- ALL BOARD MEMBERS MUST AGREE TO ABIDE BY THE BOARD MEMBER RESPONSIBILITIES & CODE OF CONDUCT.





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# BYLAW HIGHLIGHTS FOR BOARD OF DIRECTORS



### **NUMBER OF DIRECTORS**

HBIC HQ Foundation shall have a board of directors consisting of at least three(3) to meet the  $\frac{2}{3}$  minimum vote requirement, and no more than 20 directors. Within these limits, the board may increase or decrease the number of directors servicing on the board, including the purpose of staggering the terms of directors.

### **POWERS**

All corporate powers shall be exercised by or under the authority of the board of directors and the affairs of the HBIC HQ Foundation shall be managed under the direction of the board, except as otherwise provided by law.Each director shall be qualified to exercise one(1) vote for any and all motions, proposals, grant awards, programs, and other relevant activities, upholding the purpose of the Foundation as a priority requirement when casting a board vote.

### **TERMS**

- Limit of Term - All directors shall be elected to serve a two-year term, however the term may be extended until a successor has been elected.
- Term Extensions - Director terms shall be staggered in such a way as to cover gaps as efficiently as possible, including extended monthly or biannual terms if necessary.
- Term Completion - The term of office shall be considered to begin upon the first month of board service.The term of office shall be considered to end once two years from the initial service date have passed, or this may be extended until a successor has been elected.
- Commitment of Service - Directors must serve terms in succession

### **QUALIFICATIONS AND ELECTION OF DIRECTORS**

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an active direct contributor to the purpose of the corporation. Directors are granted voting rights and shall actively contribute to HBIC HQ Foundation, including a donation gift of one-thousand dollars (\$1,000), which may be considered to be a contribution of which is deductible under Section 170 (c)(2) of the Internal Revenue Code.

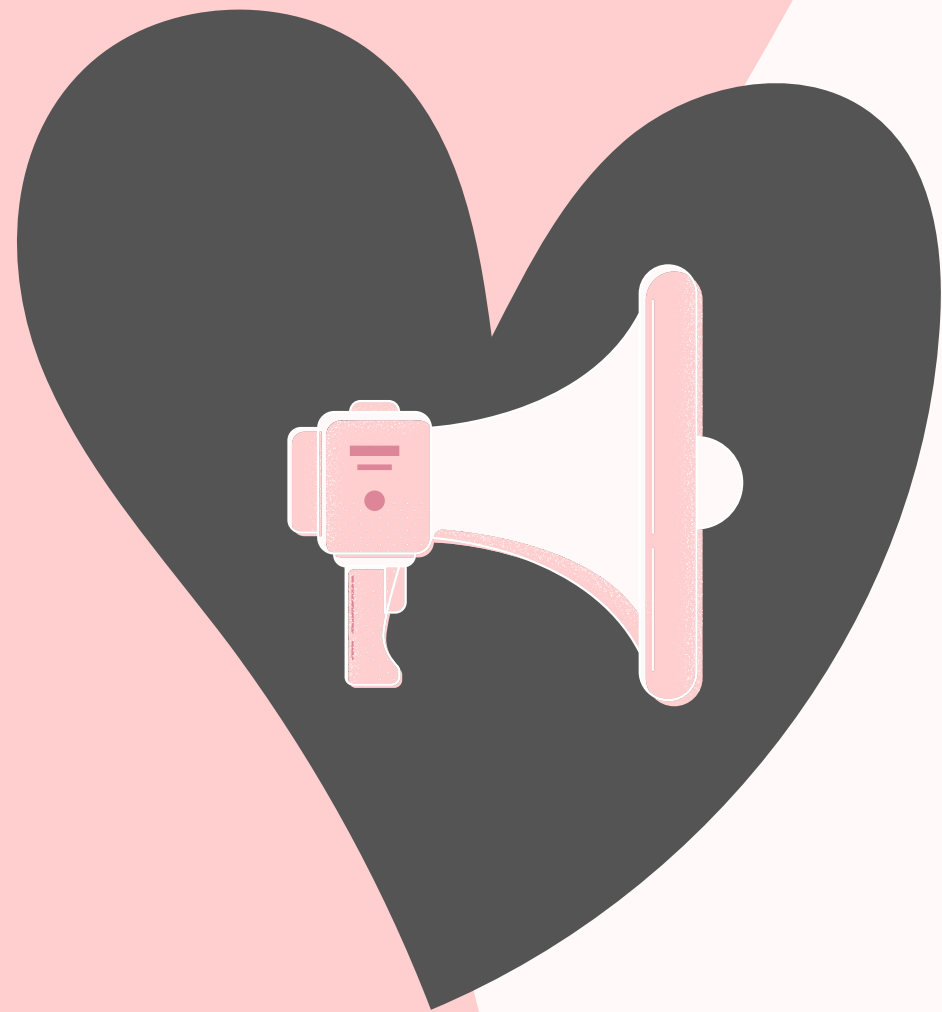
Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in the month preceding the term-fulfillment date. Discrimination of any person including their race, religion, age, gender and all lawfully protected classes of a director or potential director shall not be tolerated.



Alone We Can Do  
So Little.

Together We Can  
Do SO Much.





## *sharing is caring*

Word of mouth is a powerful thing, especially when your voice is united with others. Our programs and grants prosper as our community grows.

You can take ownership of our inclusive community development by inviting your friends and family to join in and support our mission. If we all invite our friends, then we'll all be friends!

When you share our special events, membership and sponsorship links, you are directly impacting our community plus you are supporting our programs.

# *Notable Links*



## **CONTACT**

<https://hbichq.com/contact>  
[Hello@hbichq.com](mailto:Hello@hbichq.com)  
[www.HBICHQ.com](http://www.HBICHQ.com)

## **DONOR MEMBERSHIP**

<https://hbichq.com/membership>

## **SPONSORSHIP**

<https://hbichq.com/sponsorship>

## **CIRCLE CHALLENGES**

<https://hbichq.com/circlechallenge>

## **MENTORSHIP**

<https://hbichq.com/mentorship>



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[www.HBICHQ.com](http://www.HBICHQ.com)



# **NONPROFIT BYLAWS**

## **HBIC HQ Foundation**

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### **ARTICLE I: NAME**

#### **1.01 NAME**

The name of this nonprofit corporation shall be HBIC HQ Foundation, hereafter “Foundation.” The business of the Foundation may be conducted as HBIC HQ Foundation, HBIC HQ Foundation, HBIC HQ, or HBIC HQ.

### **ARTICLE II: PURPOSE**

#### **2.01 PURPOSE**

HBIC HQ Foundation is a nonprofit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding Section of any future Federal tax code.

The Foundation provides education and access to educational programs by developing sponsorship programs, educational workshops, and grant programs that support women-identified persons who are survivors of domestic abuse, homelessness, former foster youth, or have faced other adversity; such programs include, but shall not be limited to, the Pave the Path to Success education and sponsorship program, the Women’s Startup Incubator coaching and grant program, and the Youth Leadership Intensive program.

At times, per the discretion of the board of directions, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change and further support our purpose.



## **2.02 POWERS**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

## **2.03 NONPROFIT STATUS AND EXEMPT ACTIVITIES LIMITATION**

### **2.03(a) Nonprofit Legal Status**

HBIC HQ Foundation is a Washington nonprofit public benefit corporation, recognized as tax exempt under Section 501 (c)(3) of the United States Internal Revenue Code.

### **2.03(b) Exempt Activities Limitation**

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as it now exists or may be amended.

No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, members, or other private person, 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.

### **2.03(c) Distribution Upon Dissolution**

Upon termination or dissolution of the HBIC HQ Foundation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the purpose of the Foundation.



The organization to receive the assets of the Foundation hereunder shall be selected by the discretion of a majority of the managing body of the Foundation. The court or board, upon finding that this section is applicable, shall select a qualifying organization or organizations to receive the assets to be distributed, giving preference, if practicable, to organizations located within the state of Washington.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Foundation, then the court shall direct the distribution of its assets lawfully available for distribution to the State Street High School, located in the County of Skagit in the State of Washington.

## ARTICLE III: MEMBERSHIP

### 3.01 NO MEMBERSHIP CLASSES

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

### 3.02 NON-VOTING AFFILIATES

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Foundation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations.

At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition, and media coverage at fundraising activities, events, social media channels, websites, and other relevant outlets. Affiliates have no voting rights and are not members of the corporation.





## ARTICLE IV: BOARD OF DIRECTORS

### 4.01 NUMBER OF DIRECTORS

HBIC HQ Foundation shall have a board of directors consisting of at least three(3) to meet the  $\frac{2}{3}$  minimum vote requirement, and no more than 20 directors. Within these limits, the board may increase or decrease the number of directors servicing on the board, including the purpose of staggering the terms of directors.

### 4.02 POWERS

All corporate powers shall be exercised by or under the authority of the board of directors and the affairs of the HBIC HQ Foundation shall be managed under the direction of the board, except as otherwise provided by law.

Each director shall be qualified to exercise one(1) vote for any and all motions, proposals, grant awards, programs, and other relevant activities, upholding the purpose of the Foundation as a priority requirement when casting a board vote.

### 4.03 TERMS

#### 4.039(a) Limit of Term

All directors shall be elected to serve a two-year term, however the term may be extended until a successor has been elected.

#### 4.03(b) Term Extensions

Director terms shall be staggered in such a way as to cover gaps as efficiently as possible, including extended monthly or biannual terms if necessary.

#### 4.03(c) Term Completion

The term of office shall be considered to begin upon the first month of board service. The term of office shall be considered to end once two years from the initial service date have passed, or this may be extended until a successor has been elected.

#### 4.03(d) Commitment of Service

Directors must serve terms in succession



#### **4.04 QUALIFICATIONS AND ELECTION OF DIRECTORS**

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an active direct contributor to the purpose of the corporation. Directors may be elected at any board meeting by the majority vote of the existing board of directors.

The election of directors to replace those who have fulfilled their term of office shall take place in the month preceding the term-fulfillment date. Discrimination of any person including their race, religion, age, gender and all lawfully protected classes of a director or potential director shall not be tolerated.

#### **4.05 VACANCIES**

##### **4.05(a) Vacancies**

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

##### **4.05(b) Unexpected Vacancies**

Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board members until a replacement is elected.

#### **4.06 REMOVAL OF DIRECTORS**

A director may be removed by two-thirds ( $\frac{2}{3}$ ) vote of the board of directors then in office, if:

##### **4.06(a) Excessive Absence**

The director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse herself from the board meeting attendance and in that case the board vice president shall excuse the president. Or,

##### **4.06(b) For Cause or No Cause**

Before any meeting of the board, at which a vote on director removal will be made the director in question will be given electronic or written notification of the board intention to discuss their case and is given the opportunity to be heard at a meeting of the board.



#### **4.07 BOARD OF DIRECTORS MEETINGS**

All meetings held by the board of the directors will be virtual and online. It is the responsibility of each director to possess and utilize all technology required, including a computer/smartphone or similar, with a webcam, a microphone and speaker (or headset), and a solid internet connection.

##### **4.07(a) Regular Meetings**

The board of directors shall have a minimum of four (4) regular meetings each calendar year at times fixed by the board. Each meeting will take place virtually. Board meeting time and dates are predetermined to be held once each quarter, or every three (3) months. Changes to these meetings may be proposed and voted upon at board meetings. Absences must be approved within 72 hours of the meeting.

##### **4.07(b) Special Meetings**

Special meetings of the board may be called by the president, vice president, secretary, treasurer. Or any two (2) other directors of the board of directors.

A special meeting must be preceded by an emailed notice, delivered at least one (1) calendar week in advance; and must include a Google Calendar event invite including the date, time, and virtual meeting link.

##### **4.07(c) Program Voting Meetings**

Certain programs will require a unanimous vote of the board of directors and select committee leaders, donors, or sponsors. These programs include, but shall not be limited to, certain program participation and grant awards.

In this case, a special meeting will be called to review vetted applications for these programs; at times, these votes may be conducted by secure online voting polls in lieu of a special meeting, per program and board preference.

#### **4.08 MANNER OF ACTING**

##### **4.08(a) Quorum**

A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which as quorum is not present. A quorum will consist of a minimum of three (3) active directors of the board of directors.



#### **4.08(b) Voting Regulations**

Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board. Certain programs will require a unanimous vote of the board of directors and select committee leaders, donors, or sponsors.

#### **4.08(c) Hung Board Decisions**

On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer, in order of presence, shall have the power to swing the vote.

#### **4.08(d) Participation**

Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors must participate in at least one (1) committee and serve as its team leader. In the case a director is unable to serve in this capacity, they must source, interview, appoint, and directly manage a team leader in the form of a volunteer or intern. Alternatively, another director may volunteer to take over team leader responsibilities.

### **4.09 BOARD MEMBER CONTRIBUTION**

Board members on the board of directors shall actively contribute to HBIC HQ Foundation, including a donation gift of one-thousand dollars (\$1,000), which may be considered to be a contribution of which is deductible under Section 170 (c)(2) of the Internal Revenue Code, or corresponding Section of any future Federal tax code.

### **4.10 COMPENSATION FOR BOARD MEMBERS**

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of expenses incurred in conjunction with carrying out board responsibilities, which must always be pre-approved by board vote.

Directors may be remunerated for professional services to the corporation by pre-approval and board vote, on a case by case basis. Such remuneration shall be reasonable and below fair-market value, and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.



## ARTICLE V: COMMITTEES

### 5.01 COMMITTEES

Each director serves on at least one (1) committee which supports the purpose of the Foundation, and will be considered the committee leader. In the case a director is unable to serve in this capacity, they must source, interview, appoint, and directly manage a team leader in the form of a volunteer or intern. Alternatively, another director may volunteer to take over team leader responsibilities. Except as required otherwise by law, each committee shall comply with the following:

#### 5.01(a) Organizational Policy

No committee may take any final action which would require a majority vote by the board of directors, appoint or fill vacancies on the board of directors, amend or repeal Bylaws, participate or promote any political exercise, appoint other committee members, or otherwise perform any action which would affect the Foundation and its programs. No board member who is not the committee leader of the committee in question may veto or otherwise inhibit the actions or strategy of said committee.

#### 5.01(b) Finance and Expenses

No committee may expend any Foundation funds which have not been pre-approved or allowed by Foundation budget, or approve any such financial transaction. All expenses must be reported in accordance to governance standards, these reports must be submitted to the president and the treasurer within one (1) week of each regular board meeting.

### 5.02 COMMITTEE MEETINGS

Committees will meet regularly, as determined by committee members, and at least once per quarter before each regular board meeting. Committee leader shall be responsible to ensure committee meeting notes are taken.

At each regular board of directors meeting, the committee leader, or board of directors representative, will present a report including finance, expense, resource requests, or other committee updates along with any upcoming progress expectations.



## ARTICLE VI: OFFICE ROLES

### 6.01 BOARD OFFICES

The initial offices of the corporation shall be a president, vice-president, secretary, and treasurer. One person may hold two or more board offices, but no officer may exercise more than one vote. The board may also appoint other board officers as it deems expedient for the proper conduct of the business of the Foundation.

HBIC HQ Foundation board of directors offices include a minimum of three (3) members and no more than twenty (20) members; board offices shall include, but shall not be limited to, program support, educational product development, marketing, community outreach, fundraising, event planning, organization liaison, volunteer coordinator, internship coordinator, PR, grant acquisition, and any other relevant need per board discretion.

### 6.02 BOARD OFFICERS

#### 6.02(a) Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

#### 6.02(b) Vice President

In the absence or disability of the board president, the ranking vice president shall perform the duties of the board president; in the absence of a ranking vice president, the treasurer will fill this role. The vice president serves as assistant to the president pertaining to board of directors duties.

#### 6.02(c) Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accord with the law and these Bylaws. The secretary shall coordinate meetings and distribute all necessary information, minutes, etc.



#### **6.02(d) Treasurer**

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall be responsible for all legal accounting, bookkeeping, and filing in accordance with these Bylaws, State laws, Federal laws, and Internal Revenue Codes. The treasurer is responsible for keeping the budget for the corporation as a whole, as well as allocated funds in support of the Foundation's programs, sponsorships, and grants, as well as other organizational needs as decided by board vote.

#### **6.02(e) Other Directors**

The initial board of directors and all subsequent directors may appoint and vote on new directors and may assign duties and responsibilities per each, in accordance with the purpose of the Foundation. This information will be recorded in the organizational files and reflected on the Foundation's website.

## **ARTICLE VII: CONTRACTS, FINANCES, INDEMNIFICATION AND RELATED MATTERS**

### **7.01 CONTACTS AND OTHER WRITINGS**

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, granted, and other agreements of the corporation shall be executed on its behalf by the treasure or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

### **7.02 CHECKS, DRAFTS**

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by and pre-approved by either the president or the treasurer.

### **7.03 DEPOSITS**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the designated committee of the board, consisting of the president and treasurer, may select for such purpose.





#### **7.04 LOANS**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the designated committee of the board, consisting of the president and treasurer.

#### **7.05 INDEMNIFICATION**

##### **7.05(a) Mandatory Indemnification**

The corporation shall indemnify a director or former director, who was wholly successful, on the merit or otherwise, in the defence of any proceeding to which they were a party because they are or were a director of the corporation against reasonable expense incurred by them in connection with the proceedings.

##### **7.05(b) Permissible Indemnification**

The corporation shall indemnify a director or former director made a party to a proceeding because they are or were a director of the corporation, against liability incurred in the proceeding, in the determination to indemnify them has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

##### **7.05(c) Advance for Expenses**

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (a) a written affirmation from the director, officer, employee, or agent of their good faith believe that they are entitled to indemnification as authorized in these articles, and (b) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that they are entitled to be indemnified by the corporation in these Bylaws.

##### **7.05(d) Indemnification of Officers, Agents, and Employees**

An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify an advance expenses to an employee or agent of the corporation who is not a director, consistent with Washington State Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contrast.



## ARTICLE VIII: BOOKS AND RECORDS

### 8.01 BOOKS AND RECORDS

The corporation shall keep correct and complete books and record of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting and record of all actions taken by committee of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

From time to time the Foundation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, preserve intellectual property, and cost management.

### 8.02 RETENTION DURATION

Minimum retention periods for specific categories must comply with the following:

#### 8.02(a) Corporate Documents

Corporate documents include the corporation's Articles of Incorporation, Bylaws, and IRS Form 1023 and Application for Exemption. These documents should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

#### 8.02(b) Tax Records

Tax documents include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made via donations, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.

#### 8.02(c) Employment/Personnel Records

State and Federal statutes require the corporate to keep certain recruitment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable State and Federal statutes; including correspondence reflecting performance reviews, memoranda, and other relevant communication records. These documents should be retained for three (3) years. Other informational documents should be retained for seven (7) years.



#### **8.02(d) Board and Committee Materials**

Board and board committee materials should be kept for no less than three (3) years by the corporation, including meeting minutes.

#### **8.02(e) Press Release/Public Filings**

The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

#### **8.02(f) Legal Files**

Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.

#### **8.02(g) Marketing and Sales Documents**

The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three (3) years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three (3) years beyond the life of the agreement.

#### **8.02(h) Development/Intellectual Property and Trade Secrets**

Development documents are owned by the Foundation and should be kept for a period of ten (10) years. This includes any planning or in-process works, publications, pre-publications, drafts, and final products both physical and digital.

## **ARTICLE IX: MISCELLANEOUS**

### **9.01 FISCAL YEAR**

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

### **9.02 CONFLICT OF INTEREST**

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating a transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.



### **9.03 NONDISCRIMINATION POLICY**

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation.

It is the policy of HBIC HQ Foundation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, disability, veteran's status, political service or affiliation, color, religion, or national origin.

## **ARTICLE X: BYLAW AMENDMENTS**

### **10.04 BYLAW AMENDMENT**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority, or at least two-thirds ( $\frac{2}{3}$ ) vote of the board of directors then in office at a meeting of the board, provided, however each amendment shall comply with the following:

#### **10.04(a) Compliance**

No amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

#### **10.04(b) Voting Rights**

No amendment may affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by two-thirds ( $\frac{2}{3}$ ) vote of a quorum of directors at a regular board meeting.

#### **10.04(c) Consistency**

All amendments must be consistent with the Articles of Incorporation and must reflect the policies set forth in these Bylaws.



## ARTICLE XI: TRANSPARENCY AND ACCOUNTABILITY

### 11.01 ACCURACY

By making full and accurate information about its mission, activities, finances, and governance publicly available, the Foundation practices and encourages transparency and accountability to the general public. This policy shall comply with the following:

#### 11.01(a)

Indicate which documents and materials produced by the corporations are presumptively open to staff and/or the public.

#### 11.01(b)

Indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public

#### 11.01(c)

Specify the procedures whereby the open/closed status of documents and materials can be altered.

### 11.2 FINANCIAL AND IRS DOCUMENTS

HBIC HQ Foundation shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

### 11.3 MEANS AND CONDITIONS OF DISCLOSURE

HBIC HQ Foundation shall make “Widely Available” the aforementioned documents on its internet website: [www.HBICHQ.com](http://www.HBICHQ.com) to be viewed and inspected by the general public. The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public

#### 11.3 MEANS AND CONDITIONS OF DISCLOSURE (continued)





disclosure requirements, such as contributor lists). The website shall clearly inform readers that the document is available and provide instructions for downloading it.

The Foundation shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge). The Foundation shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

#### **11.4 IRS ANNUAL INFORMATION RETURNS**

HBIC HQ Foundation shall have the Form 990 available to its board of directors to be viewed upon request. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be available to each member of the board of directors via digital copy to be viewed upon written request, mailed to the registered agent.

#### **11.5 BOARD TRANSPARENCY**

All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential. All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential. All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential. These documents will be made available via digital copy to be viewed upon written request, mailed to the registered agent.

#### **11.6 STAFF AND VOLUNTEER RECORDS**

All staff, volunteer, or other key personnel records shall be available for consultation by the staff member concerned or by their legal representatives. No such records shall be made available to any person outside the corporation except the authorized governmental agencies. Within the corporation, such records shall be made available



#### **11.6 STAFF AND VOLUNTEER RECORDS (continued)**

only to those persons with managerial or personnel responsibilities for that staff member, except that such records shall be made available to the board when requested.

#### **11.7 DONOR RECORDS**

All donor records shall be available for consultation by the members and donors concerned or by their legal representatives. No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies. Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that donor records shall be made available to the board when requested.

## **ARTICLE XII: CODE OF ETHICS**

#### **12.01 CODE OF ETHICS**

HBIC HQ Foundation requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of the Foundation to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

#### **12.02 REPORTING VIOLATIONS**

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of the Foundation is in violation of law, a written complaint must be filed by that person with the vice president or the board president. The Foundation encourages transparency within the corporation and governance.



### **12.03 Acting in Good Faith**

Anyone filing a 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 shall be subject to civil and criminal review.

### **12.04 Retaliation**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, the Foundation, policy, or practice to the attention of the Foundation and provides the Foundation] with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

The Foundation shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of the Foundation or of another individual or entity with whom the Foundation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The Foundation shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the Foundation that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

### **12.05 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected



#### **12.05 Confidentiality (continued)**

violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

#### **12.06 Handling of Reported Violations**

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staff or employees and they shall have the opportunity to ask questions about the policy.

## **CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of HBIC HQ Foundation were approved by the HBIC HQ Foundation board of directors and constitute a complete copy of the Bylaws of the corporation.

President Name: Nichol Lachen

President Signature: Nichol Lachen



## **CONFLICT OF INTEREST POLICY: HBIC HQ Foundation**

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### **ARTICLE I: PURPOSE**

#### **1.01 POLICY INTENTION**

It is important for HBIC HQ Foundation directors, officers, and staff to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the affairs of the corporation and that the appearance of conflict can be troublesome even if there is in fact no conflict whatsoever. Conflicts occur because the many persons associated with the corporation should be expected to have, and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. In these situations a person will sometimes owe identical duties of loyalty to two or more corporations.

The purpose of the conflict of interest policy is to protect the corporation's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. The policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **1.02 DUTY OF LOYALTY**

Conflicts are undesirable because they potentially or eventually place the interests of others ahead of the corporation's obligations to its charitable purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the





### **1.02 DUTY OF LOYALTY (continued)**

person involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interests of the corporation do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved.

Each member of the board of directors and the staff of the corporation has a duty of loyalty to the corporation. The duty of loyalty generally requires a director or staff member to prefer the interests of the corporation over the director's/staff's interest or the interests of others. In addition, directors and staff of the corporation shall avoid acts of self-dealing which may adversely affect the tax-exempt status of the corporation or cause there to arise any sanction or penalty by a governmental authority.

## **ARTICLE II: DEFINITIONS**

### **2.01 INTERESTED PERSON**

An interested person is defined as any HBIC HQ Foundation 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.

### **2.02 FINANCIAL INTEREST**

A person has a financial interest if the person has, directly or indirectly, thorough business, investment, or family either (a) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement, (b) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.



## **2.02 FINANCIAL INTEREST (continued)**

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

A financial interest is not necessarily a conflict of interest. Under Article III, Section 3.02, 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.

# **ARTICLE III, PROCEDURES**

## **3.01 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 must also be given the opportunity to disclose all material facts to the directors and members of committees with governing board which is delegated powers considering the proposed transaction or arrangement. Disclosure of such financial compensation must be presented as soon as possible and before any movement, action, or vote occurs, any exception to this will result in a conflict of interest.

## **3.02 CONFLICT DETERMINATION**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the party of interest 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. This determination is at the discretion of the governing body in office and may be vetoed by the president, or, if in the case of the president not being in attendance the vice-president may exercise this action.



### **3.03 ADDRESSING THE CONFLICT**

When addressing a potential conflict of interest, the following procedure must be followed:

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, said interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The president, or 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 corporation 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 corporation'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.

### **3.04 POLICY VIOLATIONS**

#### **3.04(a) Communication Policy**

If the governing board or committee has reasonable cause to believe a member or director has failed to disclose actual or possible conflicts of interest, it shall inform the individual party of interest of the basis for such belief and afford said individual an opportunity to explain the alleged failure to disclose, as well as to volunteer any other pertinent information.



### **3.04(b) Disciplinary Action.**

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.

## **ARTICLE IV: RECORDS OF PROCEEDINGS**

### **4.01 MINUTES**

The minutes of the governing board and all committees with board delegated powers shall contain both (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; and (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.

## **ARTICLE V: COMPENSATION**

### **5.01 VOTE FORFEITURE**

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.



### **5.03 COMPENSATION DISCLOSURE**

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation. Disclosure of such must be presented as soon as possible and before any movement, action, or vote occurs, any exception to this will result in a conflict of interest.

## **ARTICLE VI: ANNUAL STATEMENTS**

### **6.01 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 has received a copy and has read, understands, and agrees to comply with the conflicts of interest policy; and that such person is aware of and understands that the corporation 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.

## **ARTICLE VII: PERIODIC REVIEWS**

### **7.01 PERIODIC REVIEWS**

To ensure the corporation 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. These periodic reviews may take place at the discretion of the governing body of the Foundation, and at least once every three (3) years or in the instance of one-half (½) board of directors tenure completion once new directors have been elected.





## 7.02 REVIEW INCLUSIONS

The periodic reviews shall, at a minimum, include whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining; and whether partnerships, joint ventures, and arrangements with management corporations conform to the corporation'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.

# ARTICLE VIII: USE OF OUTSIDE EXPERTS

## 8.01 USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the corporation may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted. Outside experts are determined by common standards in accordance to their professional field. The board of directors may decide to not consider the results presented by the outside expert by vote, with a majority or at least a two-thirds ( $\frac{2}{3}$ ) vote.

# CERTIFICATE OF ADOPTION OF CONFLICT OF INTEREST POLICY

I do hereby certify that the above stated Conflict of Interest Policy of HBIC HQ Foundation was approved by the HBIC HQ Foundation board of directors and constitute a complete copy of the Conflict of Interest Policy of the corporation.

President Name: Nichol Lachen

President Signature: Nichol Lachen