

Friends of the Lower Suwannee & Cedar Keys National Wildlife Refuge
September Board Meeting Minutes
September 20, 2022
10:00 am – Noon
Zoom Meeting

Attendees

Debbie Meeks, Peg Hall, John McPherson, Linda Kimball, Boyd Kimball, Jay Bushnell, Joe Hand, John Thalacker (technical difficulties - listened in), Paul Ramey, Ginessa Mahar, Debbie Jordan, Barbara Woodmansee, Ed DeHaan, Denise Feiber

Representing the Refuge – Andrew Gude

Approval Items

- Board accepted agenda
- Board accepted Minutes from August 9, 2022 Board Meeting

Treasurer's Report

- Money market balance exactly the same as last month
- Checking account balance is \$2,188.13
- Noted that expense for accountant was \$150 because it was for August and September (charge is \$75 per month)
- Reason budget line for Partnership exceeded the budgeted amount is that the board voted to contribute \$1,500 toward a tracker for Suwannee II.

Refuge Update

- Barbara working with Daniel (LS&CK) and Amanda (St. Marks) to share information about the data being generated by her grant.
- Coastal cleanup went well, though there wasn't much trash (good thing), but on Seahorse Key they did see a turtle (not sure if terrapin or sea turtle) and will get Travis and/or others to help determine what kind of turtle.
- Sterling is out following knee surgery. FWS and St. Marks is helping cover for our Refuge.
- Phase II of the hydrologic grant is underway addressing the Dixie Mainline Road. In the past when they took out bridges and replaced with culverts, water intrusion became an issue. Asking for the maximum amount and Andrew feels we're going to be supported with Gulf money – it will be a multi-year and expensive project and don't expect much to happen soon, though maybe in October.
- Cooperator's Lunch date changed to December 9, 2022. Andrew will confirm with Kenny McCain.
- Alligator reported at Shell Mound – that info passed on to FWC.
- Debbie Meeks mentioned that she took a bike ride around the Refuge and noticed that every side road on her route was mowed. Sparked a lengthy discussion about mowing and protecting pollinators habitat. Pollinator habitat versus fire danger. Andrew said he will seek advice about how to address this dilemma. Need a plan

that incorporates into our forest the least amount of harm to pollinators. Paul reported seeing an unusual amount of queen butterflies on the Refuge recently. Andrew reported that the Refuge forest is recovering through herbicides, mechanical management, and fire. GiNESSA mentioned a project she's working on with researchers and arborists in Georgia that employs installing exclosures around recently planted hardwood trees to protect their growth. Andrew closed the discussion with the fact that the Refuge doesn't have an arborist or an endangered species specialist and said Dept of Forestry is in charge and assistance will be given within our capacity.

Vista

John McPherson led discussion.

- Explained that there was some confusion over the RFP and that he and Belinda had discussion to clarify that the current RFP was for architectural services only for the Cook's House – services that include architectural fees and construction drawings. It was also agreed that it best to not include any amount in the RFP and see what kind of bids are submitted for this first phase. Deadline for submitted proposals is set for October 17, 2022.

Once phase one is completed and the engineering drawings have been received and the architectural fees paid, then another RFP can be issued for the construction phase.

- Messaging and branding were discussed concerning how do we tell the story and how do we identify our target audiences for fundraising purposes. Peg gave an informative overview of Fundraising 101 which was helpful in getting the discussion going. Starting with our lifetime members was suggested as a good first step. All agreed transparency was important in what the purpose and proposed outcomes of the donations would be used for. To inform and encourage donations we discussed holding a couple of events at Vista. Maybe provide lunch and talk about the project and get feedback from participants – no \$\$ ask at this event but suggest if anyone's interested in donating to this specific project to contact us or we could follow up with calls and ask about their thoughts on the project.

Mobile Welcome Trailer

- The committee met and decided to pursue a small trailer without a generator initially because it will be cheaper and easier to maintain. Committee realized that Friends should keep the title so it can be sold easily. An insurance estimate for liability while parked, theft and fire for a \$10,000 trailer is around \$600/year.
- Talked about developing a web page with a wish list that potential donors could access and contribute to. Also talked about looking for other grants or fundraising activities to pay for trailer.

Junior Ranger Program

- Jane Connors is leading the project. Debbie M., John Stark and Carter Swarm are helping. All agreed it was a great idea. Would put a new page on the website for the

program. Kids that participate and go through the activities will get a badge and pictures taken. Parents who accompany kids would get an education about the Refuge and help grow the membership.

Partnerships, Events and Outings

- Sports Mobility event update. Boyd reported that he connected with Thomas Griffin of Bird Dog Boats organization and a model event is scheduled for December 6th at 11:00 a.m. Two chairs will be provided for demonstrations. All agreed increased access was a priority to Friends and the Refuge. The December event is hosted by Griffin's company. Friends and the Refuge will likely plan future events.
- Seahorse Key Open house- Saturday, October 8th. Andrew needs another volunteer or two. Open House is from 9:00 am to 3:00 pm, volunteers would need to arrive by 8:00 am.
- Need Teddy Bears for the National Wildlife Refuge campaign. Plan is to have bears available to take photos of while visiting parts of the Refuges and submit to NWR for posting.
- Butterfly Walk- Monday, October 10 at 8:45 at Barnett Creek trail head – Come one, come all, but Barbara is curious if there's a way to know how many might show up. Don't think there's any way to know but will hopefully be a manageable number. Walk will be slow and deliberate and last a couple of hours.
- Seafood Festival- October 14-15. Lots to do to nail down schedules, inventory, equipment, etc. John McPherson is taking lead on volunteer schedule. Jay will pick up equipment from Refuge.

Ad placed in the Hidden Coast Magazine's Seafood Festival edition.

- St. Marks field trip was re-scheduled for Saturday, January 14.
- Board Social and Overnight- remember the overnight camp at Seahorse Key? Suggested to plan something new. Ideas so far have been to stay at Wakulla Lodge the same weekend we visit St. Marks, or Vista if allowed.

Online communications

- News Brief was sent to 550. 50% opened it within the first 40 hours. 300 people opened it as of the board meeting date. Most clicks were 1st for Vista, 2nd Boyd's photo gallery, and 3rd the online store.
- Debbie Meeks spent many hours converting website brochures to words. The QR code poster means more people will access our brochures using their phones, so our old web pages that had a picture of the brochure with a download button wasn't going to work. Debbie Meeks copied all the words of every brochure, booklet, tear sheet and trail panel into text boxes which are easier to read on phones. And text is

searchable via our search page and by search engines, whereas our old pictures of text were not searchable. It's as if we have 30 new pages of information-rich content which will boost our already high search ranking. All the new text also gives us opportunities to link and reference within our site and to outside sources.

- Debbie Meeks submitted the 14 cycling trails in the Gravel Riding brochure to the two top off-road biking apps, MTB Project and Trailforks. Trail page should generate a lot interest.
- Membership is down! Need find ways to recruit new members. Discussion included ideas such as contacting people (via email) who open News Brief but aren't members.

Advocacy

- Debbie M. wrote Congressman Neal Dunn, Senator Rick Scott and Senator Marco Rubio's aide Ashley Cook and said the refuge's slow internet speed is impacting our public-private partnership. No response yet.

Fundraising and Grants

- Vista fund raising discussion included:
 - the relative amount of the total annual giving in America that originates with Individuals (79%), Corporations (4%), and Foundations (19%) and the relative amount received by religious (27%), educational (14%), human service (13%), family foundation (13%), and public service (including environmental) (11%) organizations
 - the use of a "gift pyramid" to help determine how many gifts are needed at what level of giving in order to achieve a needed amount
 - the proposed procedure to identify potential donors and achieve our Matching Gift goal. *See attachment 1.*
 - Consensus of the board was to move forward with the campaign as described.
- Guidestar – Ginessa and Peg met to discuss. Guidestar connects donors and grantmakers to non-profit organizations.
- REI- Peg and Debbie met with Kentucky Costellow on 9/12/22. Peg's summary is in the Dropbox Grants folder. The grant has been \$15,000 in the past, they usually get details in November, and it is awarded in March. Grants are by invitation only. They want something physical and photogenic that promotes inclusion or accessibility like a kayak ramp, not a visitor contact trailer. Plan is to form a team to work with Kentucky to come up with a proposal. Ideas for grants included shelters from heat like the ones at Payne's Prairie, bicycle repair stations, kayak launch at Shell Mound, and increasing accessibility to the Refuge as is being pursued with Birddog Boats of

Florida, Inc.

- Wishlist on website as an end-of-year ask. friendsofrefuges.org/wish-list.html
- Signed up for Trail Karma in Trailforks since there is no fee, 100% of money donated to Friends will go to our PayPal account.

Governance

- Policies and Procedures- Step 2- Peg
 - A motion was made and passed to accept the proposed Policies and Procedures related to (1) The Organization, (2) Membership and Membership Meetings (3) Officers and Directors. *See attachment 2*
 - The discussion of the motion included consideration of how items in the Policy and Procedures Manual and items in the Bylaws differ. *See attachment 3.*
- Friends Academy Report- Part 2- Lessons on Governance- Debbie M. Item was not discussed due to time constraints.

Merchandise

- Boyd reported the new design was very well received and thanked Paul for suggesting the poly-fit style that should be very popular. Hoping to have inventory for Seafood festival. Butterfly books have been reprinted and will be available at the festival. Some discussions ensued about how to display merchandise at festival. Stacking shirts by size and style seemed to work well at the art festival, but may have its complications as well.
- REI will carry our stuff if we mark it up only a small amount. Kentucky indicated that they might also take our closeouts- they will take misc. sizes. Do we want to offer any shirts? Butterfly books? Group discussed pros and cons. All agreed Butterfly Books will be a great idea.

Butterfly Project- Barbara reported that the FWS grant for butterfly surveys both north and south of the Suwannee River are going very well. She is surveying both areas (2 surveys) each month and submitting all data to FWS. Overall butterfly numbers, while much lower than expected during the summer months, were excellent in September, with over 1000 Ocola skippers counted in a 2-mile stretch of Dixie Mainline.

Kite Tracker- Gina Kent and Debbie M. exchanged messages and have agreed to share "Suwannee II" a Swallow-tailed kite tagged on the LSNWR this June for the Raptors on the Move Program. Debbie M. expressed interest in growing ROTM with Cedar Keys Audubon chapter. Suwannee I whose transmitter was thought to have lost its signal, was surprisingly picked up again in September in Nicaragua. Cell towers in Central America picked him up and were able to upload all the data in his transmitter!

Meeting adjourned at noon.

Attachment 1 – Matching Gift Goal

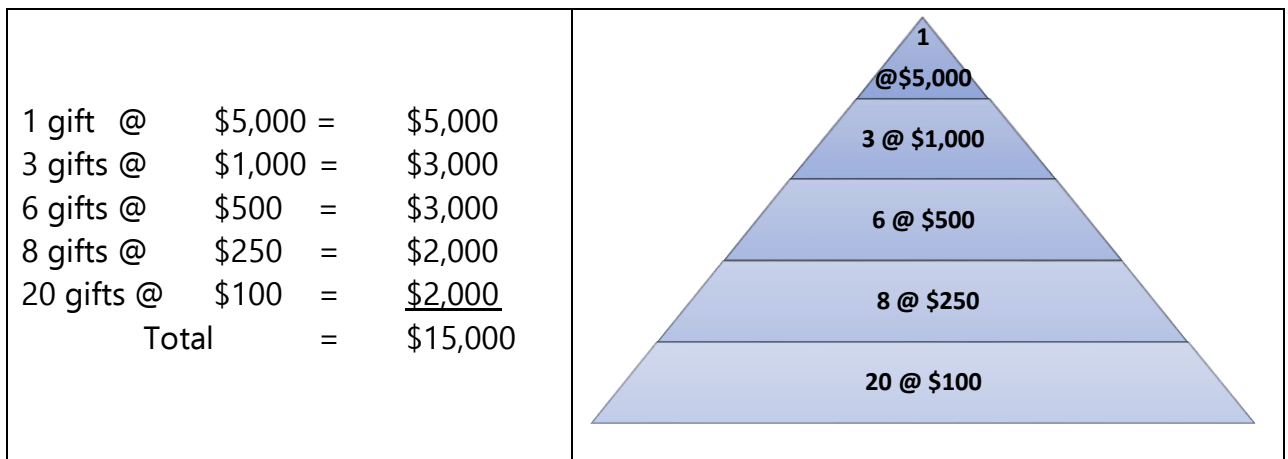
First Thoughts on a Matching Gift Campaign for the Cook House

The Situation

For the Cook House Campaign, we have a \$60,000 grant from the Florida Division of Historical Resources. We need to provide a \$15,000 match.

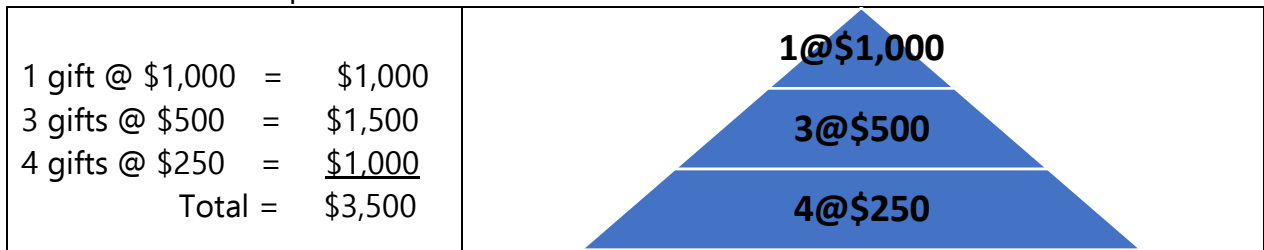
Gift Pyramid

In the classic version of an Individual Major-Donor Campaign, 80% of the fund-raising goal would be sought from 20% of the donors. To raise \$15,000, the first step would be to set up a gift pyramid like the one below.



Lucky us, we already have \$11,600 in-hand toward the needed \$15,000 match. I am including \$11,500 from the sale of the boat and a \$100 donation from Ken Sulak. He wrote on the check that it was for Vista, making it a donor-designated gift. When the donor designates the use of the gift, we must use it for that purpose or refuse to accept the gift. Richy Smith did not designate how we were to use the revenue from the sale of the boat, but we all know he would have wanted it used for Vista. As a board, we decided to use it for this project, even though we are not mandated to do so.

What remains for us to raise toward the \$15,000 match is \$3,500. Our gift pyramid can therefore look something like this, depending on how the small Cook House fund-raising team wants to set it up:



Potential Major Donors

The second step in a classic major-donor campaign would be to look at members who have previously indicated ability and willingness to give at the levels we seek. The best evidence of future giving is previous giving. In my first review of donors, I found we have:

previous \$1,000 donors	at least 18
previous \$500 donors	at least 9
previous \$250 donors	at least 29
previous \$100 donors	at least 39

Potential Donor Involvement

The third step would be to develop a way to give potential major donors an insider, in-depth look at:

- what we hope to do with the Cook House physically,
- what difference it we think it could make for the Refuge, Friends, and community,
- what is already been done,
- what expertise we have available in human resources,
- what financial resources still are needed.

We might, for example, hold one or two Cook House Campaign Luncheons at the Vista house, each for a small number of those previous donors who indicate interest in the project. Although the invitation would say something obvious such as “you are invited to a Cook House Campaign Information Luncheon, we would not ask for donations at the event and we would let them know ahead of time that we would not. At the end of the luncheon, depending on the way things were going, I or any other on the fund-raising team, could say something like, “I plan to make a donation for this and will be happy to follow up soon with any of you who might be willing to consider one.”

The Team

I think we can plan and execute something like this well with a small team thinking together about how it would best work for our members and community.

Anybody want in? I think we could start planning the events as soon as we have a small team and get this done in this calendar year.

Attachment 2 – Bylaws Items v. Manual Items
Bylaws items versus Policy and Procedure Manual items

In Bylaws	In a Policy and Procedure Manual
<i>Items essential to the purpose and structure of Friends as a corporation</i>	<i>Items related to how the officers and directors operate the corporation to meet its purpose while adhering to its structure</i>
Items in our Current Bylaws	Items in our Proposed Manual
Purpose of the corporation	Purpose of the policies and procedures
List of Standing Committees and their purposes	Procedures for operating each Standing Committee

Statement that Ad Hoc Committees can be named	Procedure for initiating and terminating Ad Hoc committees
Statement of Friends as a membership corporation, of eligibility for membership, of the right of members to elect officers and directors, and of the right of members to change the bylaws	Policies and procedures related to becoming Friends member and to nominating officers and directors
Statement of requirement for an Annual Meeting and what constitutes a quorum	Policies and procedures for scheduling and conducting the Annual Meeting
Statement of the structure of the board of directors, the minimum number of board meetings annually, eligibility to be an officer or director, and essential duties and responsibilities of officers and directors	Policies and procedures related to the operation of board meetings, terms of office for officers and directors, procedures related to the removal of officer or director if no longer eligible for board
Statement of requirement for a Conflict-of-interest policy and a Whistleblower policy	Statement of the policies related to conflict-of-interest and Whistleblower* issues
Statement of the end date for the fiscal year, the type of accounting used, and that the board can use a professional bookkeeper or accountant as needed	Policies and procedures related to accounting procedures, internal controls, revenue and accounts receivable, acceptance of gifts and donations, expenditures, accounts payable, and reimbursements, asset and cash management, and board-restricted reserves.
Statement that the board is responsible for the corporation's financial actions and transactions, can accept gifts and donations to the corporation, and has policies and procedures in place to govern its financial transactions	Statement of the policies and procedures related to financial actions and transactions, including accounting procedures, internal controls, revenues and accounts receivable, acceptance of gifts and donations, expenditures, accounts payable, and reimbursements, asset and cash management, and board-restricted reserves.
Statement that board members are not compensated, and that the corporation can have employees	

Statement of how the corporation would distribute assets in the case of its dissolution	
Items <i>not</i> in our current Bylaws that we might want to add the future	
Statement that the corporation will maintain records in keeping with its document retention policy	A document retention policy is included in the proposed Policy and Procedure Manual
Statements of nonliability and indemnification of directors and officers, and that the corporation can provide insurance for events and for corporate agents	

How the proposed Policy and Procedure Manual relates to our current Bylaws

Friends Bylaws currently include all the items that need to be in a nonprofit’s bylaws, as well as some policies and procedures that often are not in bylaws. We have included the policies and procedures there because they are important to how we conduct Friends’ business and because we have not had a separate Policy and Procedure Manual.

The proposed Policy and Procedure Manual includes all previously adopted policies and procedures. It also includes procedures we traditionally have followed although, as far as our official minutes report, they were not formally adopted before now.

The Manual intentionally includes items that are also in our current Bylaws so that if, in the future, there is a compelling reason to revise our Bylaws, we can relatively easily remove the policies and procedures that we have included there in the past, leaving our Bylaws more simplified, and having our policies and procedures documented in the Manual, which can be revised by the board without the membership vote required to change the Bylaws.

Attachment 3 – Policy and Procedure Manual

Policy and Procedure Manual Friends of Lower Suwannee & Cedar Keys National Wildlife Refuges

The purpose of this manual is to record the policies and procedures that the officers and directors follow to operate and manage the corporation in order to meet its purpose, and adhere to its structure, as declared in its Bylaws.

This manual was initially adopted in September 2022 after an extensive review of all the minutes of past board meetings of Friends of Lower Suwannee & Cedar Keys National Wildlife Refuges. The dates of the previous meetings at which policies and procedures included in this manual were initially adopted or revised are noted here. Policies and procedures that are not identified as having been adopted at an earlier board meeting are adopted as of this date. When new policies and procedures are adopted by the board in the future, the dates of their adoption will be included here.

Policies and Procedures related to The Organization

1. Name of the Organization

The organization was established in 2002 with the name Friends and Volunteers of the Refuges. (FAVOR). In September 2008, the board passed a motion to change the organization's name from FAVOR to Friends of the Lower Suwannee & Cedar Keys National Wildlife Refuges (Friends). The name was officially changed with the State of Florida. (See Appendix 1)

2. Annual Filings and Registrations

The board will assure these required filings are made:

- A. Tax filing with the IRS. This has been handled by the Treasurer through the paid bookkeeper.
- B. Corporate filing with the Florida Secretary of State. A board member must be listed with the Florida Secretary of State as the Registered Agent for the organization. As of August 2022, Friends' Registered Agent is John McPherson.
- C. Solicitation of Contributions Registration with the State of Florida. This must be renewed annually in July with the Department of Agriculture and Consumer Affairs.

3. Committees

- A. Financial Review Committee (adopted March 2010)
 - a. As required by State and Federal agencies, there shall be financial review and report annually and at each change of Treasurer. A Financial Review Committee of three, including at least one non-board member, shall be selected by the Board to help conduct the review.
 - b. The Review shall include, but not be limited to, the following:
 - 1) Adequacy of internal controls
 - 2) Accuracy of the financial records and reports to the board of directors
 - 3) Proper accounting for membership dues
 - 4) Proper authorization of expenditures
 - 5) Ascertaining that any taxes and corporate reports are properly filed in a timely manner.
- B. Nominating Committee (adopted prior to the 2008 revision of the Bylaws)

Each year, the president will appoint, and Board will approve, a nominating committee with at least two current Board members and one non-Board member. The committee will present a slate of Officers and Directors to the Board for approval no later than at the January Board meeting. The slate shall be presented to the general membership at the annual meeting.
- C. Budget Committee (adopted November 2009)

For specifics see section 5.A.a below in Policies and Procedures related to Financial Actions and Transactions.

Policies and Procedures related to Membership and Membership Meetings

1. Friends is a membership organization in accordance with its bylaws.

Eligibility for membership, entitlement to vote, the requirement and quorum for an Annual Membership Meeting are described in Article III of the bylaws.

2. Date of the Annual Membership Meeting

The Annual Meeting is held in first quarter of the year, as specified in Article IV of the Bylaws. The board voted in May 2017 to hold it on the last Saturday of February.

3. Friends Code of Ethics

Friends and its members will promote the conservation mission of our Lower Suwannee and Cedar Keys Refuges and the National Wildlife Refuge System by communicating its importance to the public, modeling behavior that minimizes human impact on the refuges and environment, and providing input and feedback to the Refuge staff to enhance their conservation work. (This is a rewording of a longer code adopted in April 2010.)

Policies and Procedures related to Officers and Directors

1. The structure of the board of directors is established in Article V of the bylaws.

The structure includes eligibility to be an officer or director, the number of officers and directors allowed, and the duties of each officer.

2. Terms of the officers and directors.

The president, president-elect, immediate past-president serve one-year terms of office. The treasurer, secretary, and directors serve two-year terms of office. Terms are staggered, so all do not expire simultaneously.

3. Board meetings

Board meetings are held as needed, usually monthly. Virtual attendance is expected when an officer or director is not able to attend in person. In accordance with Florida law, the board of directors makes decisions only when officers and directors have been able to hear the discussion simultaneously. Decisions are not made by email votes.

4. Attendance

Five officers and directors constitute a quorum for a board meeting.

5. Minutes of board meetings

Minutes are posted on the Friends website in the spirit of transparency and to provide information to members and the public. (adopted March 2011)

6. Conflict-of-Interest Policy (adopted December 2015)

A. The purpose of this conflict-of-interest policy is to protect the Corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of the Corporation or might result in a possible excess benefit transaction.

B. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

C. This policy is also intended to identify "independent" directors.

D. The following definitions shall apply within this Article:

- 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 Corporation has a transaction or arrangement,
 - 2) A compensation arrangement with The Corporation or with any entity or individual with which The Corporation 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 Corporation is negotiating a transaction or arrangement.
 - c. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
 - d. 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 Board decides that a conflict of interest exists, in accordance with this Article.
- E. Independent Director
- A director shall be considered "independent" for the purposes of this policy if he or she is "independent" as defined in the instructions for the IRS 990 form or, until such definition is available, the director:
- a. is not, and has not been for a period of at least three years, an employee of the Corporation or any entity in which the Corporation has a financial interest;
 - b. does not directly or indirectly have a significant business relationship with the Corporation, which might affect independence in decision-making;
 - c. is not employed as an executive of another corporation where any of the Corporation's executive officers or employees serve on that corporation's compensation committee; and
 - d. does not have an immediate family member who is an executive officer or employee of the Corporation or who holds a position that has a significant financial relationship with the Corporation.
- F. The following procedures shall be followed for determining whether a conflict of interest exists:
- a. 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 Board.
 - b. Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
 - c. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.
- G. The following procedures for addressing a conflict of interest shall be followed:
- a. An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, he or she shall leave the

meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b. The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Board 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.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is 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.
- H. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, the following procedures shall be followed:
- a. The Board shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- I. The minutes of the Board 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 Board'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.
- J. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- K. 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. The periodic reviews shall, at a minimum, include the following subjects:
- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, 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 or impermissible private benefit or in an excess benefit transaction.

- L. Each member of the Board shall annually sign a Conflict-of- Interest Statement in accord with state law.

7. Whistleblower Protection Policy

Friends requires directors, officers, and other volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Representatives of Friends must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

A. Reporting Responsibility

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that Friends can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, and other volunteers to report concerns about ethical violations or suspected violations of law or regulations.

B. No Retaliation

It is contrary to the values of Friends for anyone to retaliate against any board member, officer, or other volunteer 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 Friends. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of his or her volunteer position.

C. Reporting Procedure

Friends requests that any officer, director, or other volunteer who suspects a violation speak to Friends president who is the official compliance officer for Friends. The president is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. As compliance officer, the president will exercise due diligence to investigate the issue and bring an appropriate resolution. The president will involve other officers and directors as needed. If the individual who brings the complaint is not comfortable having the president deal with the issue, the individual should bring it to the attention of the president-elect or another officer. All complaints relating to financial issues will be reported to the Financial Review Committee, along with the resolutions that were implemented.

D. Acting in 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 offense.

E. 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.

F. Handling of Reported Violations

All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

