



## **Board of Directors 2019-2020 Manual**

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### **Board Mission Statement**

*The Board of Directors of Elevate Indianapolis is committed to provide leadership that empowers the organization to fulfill its mission and purpose*

Elevate Indianapolis  
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# TABLE OF CONTENTS TABS

Articles of Incorporation

---

Bylaws

---

Mission & Values

---

Board Information

---

Conflict of Interest

---

Ethics Policy

---

Budget & Financials

---

Development

---

Previous Meeting Agendas

---

Minutes

---

# ARTICLES OF INCORPORATION OF ELEVATE INDIANAPOLIS

## ARTICLE I NAME OF CORPORATION

The name of this nonprofit corporation is “ELEVATE INDIANAPOLIS” (the “**Corporation**”).

## ARTICLE II PURPOSES AND POWERS

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, all within the meaning of, and as contemplated and permitted by, Sections 170(c), 501(c)(3) and 2055(a) of the Internal Revenue Code of 1986, as amended (the “**Code**”).

For such purposes, and not otherwise, the Corporation shall have and may exercise all powers that are afforded to the Corporation by the Indiana Revised Nonprofit Corporation Act (the “**Act**”) and by any future laws amendatory thereof and supplementary thereto; *provided, however*, that the Corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income tax under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, or by a corporation that is described in, and contributions to which are deductible for federal income tax purposes under, Sections 170(c) and 2055(a) of the Code.

All references in these Articles of Incorporation to a particular section of the Code shall include the corresponding provisions of any future federal tax law.

## ARTICLE III PROHIBITED ACTIVITIES

The Corporation shall not, directly or indirectly, afford or pay any pecuniary gain, dividends or other pecuniary remuneration to its members as such, and no part of the net income or earnings of this corporation shall, directly or indirectly, inure to the benefit of, or be distributable to any member or other person having a personal and private interest in the activities of the Corporation, but the Corporation may pay reasonable compensation for services rendered to the Corporation in furtherance of its purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except pursuant to an election under, and as permitted by, Section 501(h) of the Code, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any

candidate for public office. Except as permitted by applicable law, the Corporation shall not lend money to, or guarantee the obligation of, any director or officer of the Corporation.

#### **ARTICLE IV MEMBERS**

The Corporation will not have members.

#### **ARTICLE V DIRECTORS**

The management and direction of the business and affairs of the Corporation shall be vested in a Board of Directors. The number, qualifications, terms of office, method of selection or election, powers, authority and duties of the directors of the Corporation, the time, place and manner of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in or prescribed pursuant to the Bylaws of the Corporation.

#### **ARTICLE VI NO PERSONAL LIABILITY**

Neither the members, directors, officers, employees or agents of the Corporation shall be personally liable for the payment of any debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of a member or any of the directors, officers, committee members, employees or agents be subject to the payment of the debts or obligations of the Corporation to any extent whatsoever. Additionally, the directors of the Corporation shall not be personally liable to the Corporation or to its members for monetary damages for breach of fiduciary duty; *provided, however*, that the foregoing provision relating to personal liability shall not eliminate or limit the liability of a director to the Corporation or to its members for monetary damages for: (a) any breach of the director's duty of loyalty to the corporation or its members; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) acts specified in Sections 7-128-403 or 7-128-501(2) of the Act; or (d) any transaction from which the director directly or indirectly derived an improper personal benefit.

#### **ARTICLE VII DISSOLUTION**

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

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for

such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VIII  
ACTION WITHOUT MEETING**

Any action that may be taken at a meeting of the Board of Directors may be taken by written consent without a meeting when the number of written affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which the directors then in office were present and voted.

6.24.15; amended 5.4.16; 5.23.16

# BYLAWS OF ELEVATE INDIANAPOLIS

## ARTICLE I NAME, OFFICES, CORPORATE SEAL

Section 1.01. Name. The name of this Indiana nonprofit organization shall be ELEVATE Indianapolis (hereinafter referred to as the "**Corporation**").

Section 1.02. Registered Office. The principle office of the Corporation shall be located at 2902 N. Meridian Street, Indianapolis, IN 46208.

Section 1.03. Other Offices. The Corporation may have such other offices, within the State of Indiana, as the Board of Directors may from time to time determine.

Section 1.04. Corporate Seal. The Corporation shall have no corporate seal.

## ARTICLE II PURPOSES

Section 2.01. Purpose. The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes, all within the meaning of, and as contemplated and permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**").

Section 2.02. Corporate Powers. The Corporation shall have and may exercise all powers that are afforded to the Corporation by the Indiana Revised Nonprofit Corporation Act (the "**Act**") and by any future laws amendatory thereof and supplementary thereto; provided, however, that the Corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income tax under Section 501(a) of the Code.

## ARTICLE III MEMBERSHIP

Section 3.01. Members. The Corporation shall have no members.

## ARTICLE IV BOARD OF DIRECTORS

Section 4.01. General Powers. The property, business, and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

#### Section 4.02. Number, Qualification and Term of Office.

**Number.** The number of directors shall be determined by the Board of Directors, provided that the number of directors shall not be less than three (3).

**Qualification.** Each director must be a natural person who is eighteen (18) years of age or older.

**Term of Office.** Each director's term shall be for one (1) year unless such director dies, resigns, or is removed. There is no time limitation on the number of years a director may serve assuming re-election in accordance with **Section 4.03**.

**Section 4.03. Elections.** Directors shall be elected by a majority of the existing Board of Directors at each annual meeting, provided a quorum of directors is present. Candidates for election as directors shall be nominated by the existing Board of Directors, or by a nominating subcommittee of the Board of Directors, as applicable, in each case provided that a quorum of the Board of Directors or nominating subcommittee, as applicable, is present. The terms of office for each newly elected director shall begin on the date such director is elected. The new directors shall replace those who are not re-elected at the annual meeting.

**Section 4.04. Resignation.** A director may resign at any time by giving written notice to the Corporation. The resignation of a director is effective without acceptance when the notice is given to the Corporation, unless a later effective time is specified in the notice.

**Section 4.05. Removal of Directors.** A director may be removed by the majority vote of all of the other directors.

**Section 4.06. Vacancies.** Any vacancy in the Board of Directors caused by death, resignation, removal, or an increase in the number of directors, or any other cause, shall be filled in accordance with **Section 4.03**.

#### Section 4.07. Meetings.

**Place of Meetings.** The Board of Directors may hold its meetings at such place or places, within or without the State of Indiana, as it may from time to time determine.

**Regular Meetings.** Regular meetings of the Board of Directors shall be held from time-to-time, at such times and places as the Board may determine.

**Special Meetings Notice.** Special meetings of the Board of Directors may be called by the Board Chairman. Notice of a special meeting shall be provided by the Secretary to each director stating the time and place of each annual or special meeting, not less than one (1) week prior to the meeting. Failure to provide notice of any meeting of the Board shall be waived by a director's attendance at or participation in a meeting unless, at the beginning of the meeting, the director objects to holding the meeting due to failure of notice. A director may waive any failure of notice of a meeting before or after the time of the meeting by submitting a writing to the Secretary indicating the same.

**Quorum.** Except as otherwise provided by statute or by these Bylaws, a majority of the directors currently holding office shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any duly held meeting at which a quorum is present shall be the act of the

Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time-to-time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken.

Section 4.08. Action Without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken by written consent without a meeting when the number of written affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted.

Section 4.09. Conflicts of Interest. The Corporation shall develop a conflict of interest policy that will be implemented by the directors. At minimum, with respect to any contract or other transaction between the Corporation and any director or an organization in which a director is a director, officer or legal representative or has a material financial interest, that policy shall require that the material facts as to such contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors prior to approval of such contract or transaction, and, the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the majority of the disinterested directors.

Section 4.10. Telecommunications. One or more directors may participate in a meeting by any means of communication through which all directors participating in the meeting may simultaneously hear each other during the meeting. A person participating in a meeting by this means is deemed to be present in person at the meeting.

## **ARTICLE V OFFICERS**

Section 5.01. Number and Qualifications. The officers of the Corporation shall be Chairman, Vice-Chairman, President & CEO, Secretary, and such other officers and assistant officers as may be authorized and appointed by the Board of Directors. Any number of offices may be held by the same person except for the offices of Chairman and Secretary, which may not be held by the same person. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of Chairman and Secretary. All officers shall be natural persons of at least eighteen (18) years of age.

Section 5.02. Election and Term of Office.

Election. Officers shall be appointed by resolution of the Board of Directors from time-to-time.

Term of Office. Each officer shall hold office for a term of one (1) year or until such officer's successor shall have been duly elected or until such officer's death resignation or removal.

Section 5.03. Resignations. Except as otherwise provided in an employment contract, an officer may resign by giving written notice to the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective date is named in the notice.

Section 5.04. Removal. The Board of Directors, with or without cause, may remove any officer but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Board of Directors approval of an officer shall not itself create contract rights. When any director is removed, such unexpired term shall be considered a vacancy on the Board of Directors to be filled by the remaining Directors.

Section 5.05. Vacancies. A vacancy in an office because of death, resignation, removal, or any other cause shall be filled in accordance with **Section 5.02**.

Section 5.06. Chairman. The Chairman shall: convene and conduct regularly scheduled board meetings, shall preside or arrange for other officers of the board to preside at each meeting in the following order: vice-chair, secretary, President & CEO if Board Chairman is unable to attend. The Chairman is the official representative of the Board of Directors.

Section 5.07. Vice Chairman. The Vice Chairman shall: assist the Chairman and shall perform such other duties as may from time-to-time be prescribed by the Board of Directors or the Chairman. In the absence of the Chairman, the Vice Chairman shall perform the duties of the Chairman.

Section 5.08. President & CEO. The President & CEO shall: (a) shall have general supervision of the affairs of the corporation under the direction of the Board of Directors and Chairman of the Board; (b) see that orders and resolutions of the Board of Directors are carried into effect; (c) perform such other duties as may from time-to-time be prescribed by the Board of Directors.

Section 5.09. Secretary. The Secretary shall: (a) maintain records of and, when necessary, certify proceedings of the Board of Directors; (b) when directed to do so, give proper notice of meetings of the Board of Directors; and (c) perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chairman or President & CEO.

Section 5.10. Other Officers. The Corporation may have such other officers and agents as the Board of Directors considers necessary for the operation and management of the corporation, each of whom has the powers, rights, duties, responsibilities, and terms of office as may be determined by resolution of the Board of Directors.

Section 6.02. Procedures. **Sections 4.07** through **4.10** apply to committees and members of committees to the same extent as those sections apply to the Board of Directors. Each committee shall prepare minutes of its meetings and furnish such minutes to the Board of Directors and to members of the committee.

## **ARTICLE VI BOOKS OF RECORD**

The Corporation shall keep at its registered office correct and complete copies of its Articles of Incorporation and Bylaws; accounting records; and minutes of meetings of the Board of Directors and of committees having any of the authority of the Board of Directors.

**ARTICLE VII  
INDEMNIFICATION**

The Corporation shall indemnify persons to the extent required by the Act and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

**ARTICLE VIII  
AMENDMENTS**

Amendment of the Articles of Incorporation and these Bylaws shall occur upon the unanimous affirmative vote of all directors then in office.

The undersigned Secretary of the Corporation hereby certifies that these Bylaws were approved and adopted by the Board of Directors of the Corporation on July 6, 2015.

ELEVATE Indianapolis

By: \_\_\_\_\_  
Name:  
Title: Secretary

6.24.2015

# VISION, PRINCIPALS, & VALUES

## Mission

Building long-term, life-changing relationships with Indianapolis urban youth, equipping them to thrive and contribute to their community.

## 7 Core Principals

1. We believe that **EVERY CHILD** is of great worth and has the desire and potential to succeed.
2. We believe that **LONG-TERM, 24/7 RELATIONSHIPS** with caring adults have proven positive outcomes in the lives of our urban youth.
3. We believe that a **HOLISTIC** approach is essential for a strong and healthy future for our youth.
4. We believe that **FULL-TIME, SALARIED TEACHER-MENTORS WHO COME FROM SIMILAR BACKGROUNDS** as the students can have a positive influence and make all the difference.
5. We believe that the **SERVANT LEADERSHIP**, creating a culture of selflessness and service, is the foundation for leadership.
6. We believe in the intrinsic **DIGNITY** of every person and act accordingly.
7. We believe that **COLLABORATION** yields the best long-term results, acknowledging that the complex work in our urban centers cannot be done single handedly.

## Core Values

- **VISION**- We plan for and commit to a better future.
- **COURAGE**- We take risk to do good.
- **INTEGRITY**- We live out our values consistently.
- **RESPONSIBILITY** -We fulfill our commitments faithfully.

- **POSITIVE WORK ETHIC**- We work with all of our heart.
- **RESPECT**- We honor ourselves, others, and the world around us.
- **CARING**- We meet others in their place of need.

# WHAT IS A BOARD OF DIRECTORS?

- A body of elected or appointed members who oversee the activities of an organization or company.
  - The Board of Directors is sometimes referred to as a Board of Trustees, Board of Governors, Executive Board, or just the “Board.”
- **What is the role of the Board of Directors?**
    - To provide organizational vision and direction
    - To establish broad policies and objectives
    - To provide fiscal oversight (ensures strong financial health)
    - To directly supervise President/CEO/Executive Director
    - To monitor organization’s overall progress
    - To monitor overall organizational quality
    - To ensure adequacy of resources
    - To present state-of-organization to stakeholders/partners (accountability)
  - **What are the governing rules the Board of Directors must follow?**
    - The board must follow its Bylaws
  - **How and what decisions are made by the Board?**
    - The Bylaws outline the types of decisions that need and should be made.
    - Decisions should be made during Board Meetings.
    - Typical decisions made by the Board:
      - Approves organizational Strategic Plan
      - Approves annual budget
      - Hires / Fires President / CEO / Executive Director
      - Approves major partnerships
      - Approves major purchases and contracts
      - Approves purchases for land and buildings
      - Approves opening of bank accounts and signatories
      - Approves creation of subcommittees
  - **What are the legal obligations?**
    - Directors have fiduciary responsibilities – must uphold the highest standard of ethics and are legally bound to act in the best interest of the organization, without profiting from their position.
    - Directors may not place personal/professional interests in direct conflict with those responsibilities and duties as Director in a Board.
    - The Board must file an annual Form 990 (or 990EZ if annual budget is under \$25,000). Even if there is no activity in a year, a 990 should be filed; otherwise, the organization will dissolve if one has not been received in three years. This is due 45 days after the end of the organization’s calendar year.
    - File an annual renewal of Incorporation

# DIRECTORS & OFFICERS INSURANCE

Elevate Indianapolis provides liability insurance coverage for its Board of Directors & Officers (D&O insurance).

## REQUIREMENTS TO SERVE AS BOARD MEMBER

A person qualifying to serve in this capacity includes:

### **Spirituality**

- Committed to a holistic approach in people's lives and recognizes the importance of a strong spiritual component in their personal life
- Models high values, integrity, and principles in daily life as a model to others

### **Leadership**

- Demonstrates leadership ability and is respected by persons within and outside of the business, philanthropic, nonprofit, and faith communities
- Can serve as a team player and work with others to accomplish a common purpose

### **Commitment**

- Is committed to the purpose and philosophy of Elevate Indianapolis and to advance its vision and mission
- Attends Board meetings regularly (quarterly, including one annual planning retreat)
- Is financially committed to the organization (personally invest and/or raise \$5,000 or more annually over three years -- \$15,000 goal per Board member), models servant-leadership stewardship, and accepts responsibility for fund raising efforts
- Is available for committee assignments or other voluntary efforts

# EXPECTATIONS FOR BOARD OF DIRECTORS

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## **GENERAL RESPONSIBILITIES**

1. Support mission, vision and goals of Elevate Indianapolis
2. Provide input and feedback to organization's leadership
3. Give oversight and direction to duties listed below
4. Attend activities and events sponsored by organization whenever possible

## **PRIMARY DUTIES**

### **Strategic Direction**

- Annually review and approve organization's long-term strategic plan
- Safeguard organization's long-term health and values
- Annually evaluate organization's overall performance, including Board and President & CEO
- Assist President & CEO to recruit and select organization's top management

### **Spokesperson & Fund Development**

- Serve as ambassador for mission and vision of Elevate Indianapolis in Central Indiana business community and community-at-large
- Personally invest and/or raise \$5,000 or more annually over three years (\$15,000 goal per board member)
- Actively engage donors and prospects to observe program (i.e., school/activity site visits and annual fundraising event/s)
- Willingness to host small breakfast or lunch meetings for potential supporters
- Participate in active recruitment, selection, and orientation of new Board members as vacancies occur

### **Fiduciary Responsibility**

- Exercise prudence and monitor organization's financial performance
- Approve strategic capital expenditures and annual budgets
- Ensure legal and accounting compliance in all areas
- Review and approve compensation and benefits package for staff

### **Meetings**

- Attend and participate in Board meetings (approximately four annually)
- Serve three-year term, with option to serve second three-year term
- Prepare for meetings, suggest agenda items, and ask substantive questions

### **Code of Conduct**

Demonstrate commitment to life of integrity, honesty, dedication, and independent judgment –personally and in community

### **Conflict of Interest**

Demonstrate commitment to serve Elevate Indianapolis as a whole, rather than special interest and desire to avoid any conflict of interest

# BOARD POSITION DESCRIPTIONS

## **Board Chair Job Description**

1. Is a member of the Board
2. Serves as the Chief Volunteer of the organization
3. Is a partner with the CEO in achieving the organization's mission
4. Provides leadership to the Board of Directors, who sets policy and to whom the CEO is accountable
5. Chairs meetings of the Board after developing the agenda with the CEO
6. Encourages the Board's role in strategic planning
7. Appoints the chairpersons of committees in consultation with other Board members
8. Serves ex-officio as a member of committees and attends their meetings when invited
9. Discusses issues confronting the organization with the CEO
10. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns
11. Reviews with the CEO any issues of concern to the Board
12. Monitors financial planning and financial reports
13. Plays a leading role in fundraising activities
14. Formally evaluates the performance of the CEO and informally evaluates the effectiveness of the Board members
15. Annually evaluates the performance of the organization in achieving its mission
16. Performs other responsibilities assigned by the Board

## **Vice Chair Job Description**

This position is typically the successor to the Chair position. In addition to the responsibilities outlined in the Committee Member job description, this position:

1. Is a member of the Board
2. Performs Chair responsibilities when the Chair is unavailable (see Chair Job Description)
3. Reports to the Board's Chair
4. Works closely with the Chair and other staff
5. Participates closely with the Chair to develop and implement officer transition or succession plans
6. Performs other responsibilities as assigned by the Board

## **Board Secretary Job Description**

1. Is a member of the Board
2. Maintains records of the Board and ensures effective management of the organization's records
3. Manages minutes of Board meetings

4. Ensures minutes are distributed to members shortly after each meeting
5. Is sufficiently familiar with legal documents (articles, bylaws, IRS letters, etc.) to note applicability during meetings

**Board Treasurer Job Description (Elevate Indianapolis current does not have a Board Treasurer in light of CFO services by CPA provided pro bono by Sagamore Institute)**

1. Is a member of the board
2. Manages finances of the organization
3. Administrates fiscal matters of the organization
4. Provides annual budget to the board for members' approval
5. Ensures development and board review of financial policies and procedures

**Committee Chair Job Description**

1. Is a member of the Board
2. Sets tone for the committee work
3. Ensures that members have the information needed to do their jobs
4. Oversees the logistics of committee's operations
5. Reports to the Board's Chairperson
6. Reports to the full Board on committee's decisions/recommendations
7. Works closely with the CEO and other staff as agreed to by the CEO
8. Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes
9. Initiates and leads the committee's annual evaluation

**Board Member Job Description**

1. Regularly attends board meetings and important related meetings
2. Makes serious commitment to participate actively in committee work
3. Volunteers for and willingly accepts assignments and completes them thoroughly and on time
4. Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports
5. Gets to know other committee members and builds a collegial working relationship that contributes to consensus
6. Is an active participant in the committee's annual evaluation and planning efforts

# BOARD OF DIRECTORS

Steve Cosler (Chair)

Lezlie Heath

Jay Hein (Vice-Chair)

Shadreck Kamwendo

Michael McColloch

Thomas Morales

Ted Nolting

Tim Norton

Donald Palmer

Aaron Story

Julie Welch

Robert Whitacre

Frank Wilson

Rochelle Woods

# CONFLICT OF INTEREST POLICY

## Article I Purpose

The purpose of the conflict of interest policy is to protect Elevate Indianapolis (the "Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## Article II Definitions

### **1. 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.

### **2. Financial Interest**

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

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization 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 Organization is negotiating a transaction or arrangement.

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 2, 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

### **1. Duty to Disclose**

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

### **2. Determining Whether a Conflict of Interest Exists**

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

### **3. Procedures for Addressing the Conflict of Interest**

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement, or

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### **4. Violations of the Conflicts of Interest Policy**

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. 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**

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

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

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any

alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V** **Compensation**

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

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

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who received compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI** **Annual Statements**

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

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

#### **Article VII** **Periodic Reviews**

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

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

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

# ETHICS POLICY

## **General**

Elevate Indianapolis requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of Elevate Indianapolis, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

## **Reporting Responsibility**

It is the responsibility of all directors, officers and employees to report ethics violations or suspected violations in accordance with this Whistleblower Policy.

## **No Retaliation**

No director, officer or employee who in good faith reports an ethics violation shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within Elevate Indianapolis prior to seeking resolution outside Elevate Indianapolis.

## **Reporting Violations**

Elevate Indianapolis has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with someone in the Human Resources Department or anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report suspected ethics violations to the {Organization's name}'s Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following {Organization's name}'s open door policy, individuals should contact Elevate Indianapolis's Compliance Officer directly.

## **Compliance Officer**

The Elevate Indianapolis Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations and, at his/her discretion, shall advise the President & CEO and/or the Audit Committee. The Compliance Officer has direct access to the Audit Committee of the Board of Directors and is required to report to the Audit Committee at least annually on compliance activity. The Elevate Indianapolis Compliance Officer is the chair of the Audit Committee.

## **Accounting and Auditing Matters**

The Audit Committee of the Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the Audit Committee of any such complaint and work with the committee until the matter is resolved.

**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 will be viewed as a serious disciplinary offense.

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

**Handling of Reported Violations**

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

**Audit Committee Compliance Officer**

Ted Nolting  
Partner, Kroger Gardis & Regas  
twn@kgirlaw.com

**Elevate Indianapolis Management Staff**

Aaron Story  
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Policy Approved by the Elevate Indianapolis Board of Directors:

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*Please print name – Board Member Elevate Indianapolis*

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*Sign Name*

*Date*