

Jewish Jumpstart

Board Resolution 0805-17a. ELECTION OF AUDIT COMMITTEE OF THE BOARD

Approved by the Board of Directors, May 16, 2008

RESOLVED, that there be, and there hereby is, effective immediately, designated a Committee of the Board to be named the "Audit Committee." The members of the Audit Committee will consist of such Directors (not less than two) as the Board determines from time to time, each of whom will serve at the pleasure of the Board. The initial Chairperson of the Audit Committee shall be [REDACTED]; subsequently the Audit Committee shall elect its own Chairperson. Meetings of the Audit Committee may be called at any time by the Chairperson of the Board or by any member of the Audit Committee; and

FURTHER RESOLVED, that subject to applicable law and the Bylaws, the Audit Committee shall be responsible for ensuring the transparency and the integrity of corporate financial statements, whether audited or unaudited; recommending the hiring and/or termination of the Corporation's outside auditors, and establishing the terms of the outside auditor's engagement; recommending policies relating to non-audit services provided by the outside auditor to the Corporation and other aspects of the corporation-auditor relationship that potentially could affect the auditor's independence; and reviewing and commenting on the adequacy of the Corporation's financial disclosure and internal controls; and

FURTHER RESOLVED, that subject to applicable law and the Bylaws, the Audit Committee shall be responsible for the following:

- a) Recommending the adoption of policies addressing audit partner rotation, proper accounting treatment of material correcting adjustments, off-balance sheet arrangements, and related party transactions;
- b) Recommending the adoption of policies addressing audit-related activities of corporate employees formerly employed by the Corporation's auditor;
- c) Recommending the adoption of policies prohibiting executive interference with the audit process;
- d) In conjunction with the Executive Compensation or other Committee, and legal counsel, approving all loans, credit extensions and incentive compensation arrangements extended to directors and officers of the Corporation;
- e) Recommending the adoption of a "Code of Ethics" or "Code of Conduct" for the senior financial officers of the Corporation;
- f) In consultation with legal counsel, ensuring the sufficiency, clarity and timeliness of all financial disclosures of the Corporation; and
- g) Addressing all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing.

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Policy on Conflicts of Interest

Approved by the Board of Directors, May 16, 2008

It is in the best interest of Jewish Jumpstart to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy is designed to help directors, officers, employees and volunteers of the Jewish Jumpstart identify situations that present potential conflicts of interest and to provide Jewish Jumpstart with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in Jewish Jumpstart's operations.

1. **Conflict of Interest Defined.** In this policy, a person with a conflict of interest is referred to as an "interested person." For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:
 - a. A director, officer, employee or volunteer, including a board member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with Jewish Jumpstart for goods or services.
 - b. A director, officer, employee or volunteer, (or a family member of any of the foregoing) has a material financial interest in a transaction between Jewish Jumpstart and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
 - c. A director, officer, employee or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with Jewish Jumpstart.

Gifts, Gratuities and Entertainment. Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of Jewish Jumpstart.

2. Definitions.

- a. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.

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- b. An "Interested Person" is any person serving as an officer, employee or member of the Board of Directors of Jewish Jumpstart or a major donor to Jewish Jumpstart or anyone else who is in a position of control over Jewish Jumpstart who has a personal interest that is in conflict with the interests of Jewish Jumpstart.
- c. A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.
- d. A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.
- e. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to Jewish Jumpstart is not a Contract or Transaction.

3. Procedures.

- a. Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If board members are aware that staff or other volunteers have a conflict of interest, relevant facts should be disclosed by the board member or by the interested person him/herself if invited to the board meeting as a guest for purposes of disclosure.
- b. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- c. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except

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- to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- d. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Board of Directors of Jewish Jumpstart has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Board of Directors.
 - e. Interested Persons who are not members of the Board of Directors of Jewish Jumpstart, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to their supervisor, or the Chair or the Chair's designee any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect Jewish Jumpstart's participation in such Contract or Transaction.

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to his or her supervisor or the Chair or the Chair's designee, who shall determine whether full board discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.

- 4. **Confidentiality.** Each director, officer, employee and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of Jewish Jumpstart. Furthermore, directors, officers, employees and volunteers shall not disclose or use information relating to the business of Jewish Jumpstart for their personal profit or advantage or the personal profit or advantage of their Family Member(s).
- 5. **Review of policy.**



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- a. Each director, officer, employee and volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.
- b. Annually each director, officer, employee and volunteer shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to Jewish Jumpstart. Any such information regarding the business interests of a director, officer, employee or volunteer, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the Chair, the Chief Executive Officer, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
- c. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated to all staff and volunteers.



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Approved by the Board of Directors, May 16, 2008

Basic Conflict of Interest Disclosure Form [insert date]

Date: _____

Name: _____

Position (employee/volunteer/trustee): _____

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between Jewish Jumpstart and your personal interests, financial or otherwise:

___ I have no conflict of interest to report

___ I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you (and your spouse) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own):

1. _____

2. _____

3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of Jewish Jumpstart.

Signature: _____

Date: _____



**Basic Conflict of Interest Disclosure Form 2008-09
(approved by the Board of Directors, May 16, 2008)**

Date: _____

Name: _____

Position (employee/volunteer/trustee): **DIRECTOR**

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between Jewish Jumpstart and your personal interests, financial or otherwise:

___ I have no conflict of interest to report

___ I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you (and your spouse) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own):

1. _____

2. _____

3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of Jewish Jumpstart.

Signature: _____

Date: _____



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Board Resolution 0806-1. DISBURSEMENTS

Approved by the Board of Directors, May 16, 2008

RESOLVED, that the President and Chief Executive Officer of the Corporation, be, and hereby is, authorized to disburse funds of the Corporation for purposes that he believes to be in the interest of the Corporation, in accordance with the following procedures:

- For individual disbursements of \$1,500 or less, or installments on liabilities aggregating to \$1,500 or less: funds may be disbursed without prior approval.
- For individual disbursements of more than \$1,500 but less than \$10,000, or installments on liabilities aggregating to such amounts: funds may be disbursed with the prior approval of the Chief Financial Officer of the Corporation, which approval may be by email, telecopy or other writing.
- For individual disbursements of more than \$10,000 but less than \$50,000, or installments on liabilities aggregating to such amounts: funds may be disbursed with the prior approval of at least two members of the Executive Committee (other than the Chief Executive Officer and Chief Financial Officer), which approval may be by email, telecopy or other writing.
- For individual disbursements of \$50,000 or more, or installments on liabilities aggregating to such amounts: funds may be disbursed with the prior approval of the Executive Committee.

FURTHER RESOLVED, that the Chief Financial Officer of the Corporation, be, and hereby is, authorized to disburse funds of the Corporation for purposes that he believes to be in the interest of the Corporation, in accordance with the following procedures:

- For individual disbursements of \$1,500 or less, or installments on liabilities aggregating to \$1,500 or less: funds may be disbursed without prior approval.
- For individual disbursements of more than \$1,500 but less than \$10,000, or installments on liabilities aggregating to such amounts: funds may be disbursed with the prior approval of the President and Chief Executive Officer of the Corporation, which approval may be by email, telecopy or other writing.
- For individual disbursements of more than \$10,000 but less than \$50,000, or installments on liabilities aggregating to such amounts: funds may be disbursed with the prior approval of at least two members of the Executive Committee (other than the Chief Financial Officer and Chief Executive Officer), which approval may be by email, telecopy or other writing.
- For individual disbursements of \$50,000 or more, or installments on liabilities aggregating to such amounts: funds may be disbursed with the prior approval of the Executive Committee.

FURTHER RESOLVED, that the Chief Financial Officer shall quarterly circulate to all members of the Board a description of all disbursements of funds of the Corporation made during the prior quarterly.

FURTHER RESOLVED, that a member of the Executive Committee of the Board shall be designated to serve as an interested party to receive all correspondence from any financial institution at which the Corporation maintains a business relationship, and that [REDACTED] shall serve in this capacity at the pleasure of the Board until his resignation, removal or other disqualification from service, or until such time as the Executive Committee shall appoint another designee.



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Document Retention Policy

Approved by the Board of Directors, May 16, 2008

Item	Minimum Retention Period
Bank Statements & Reconciliations	7 Years
Cancelled Checks - (Important Payments - purchases of property, tax payments, large or significant contracts)	Permanent
Cancelled Checks - (Ordinary)	7 Years
Cash Books	Permanent
Cash Receipts and Disbursements	7 Years
Construction Documents	Permanent
Contracts and Leases (Current)	Permanent
Contracts and Leases (Expired)	7 Years
Corporate - Articles of Incorporation & By Laws	Permanent
Corporate - Certificate of Incorporation and Related Legal or Government Documents	Permanent
Corporate - Minutes of Board & Committee Meetings, etc.	Permanent
Correspondence (General)	3 Years
Correspondence (Legal / Important)	Permanent
Duplicate Bank Deposit Slips	3 Years
Email	5 Years
Employee Assignments and Garnishments	7 Years
Employee Benefit Plan Documents	7 Years
Employee Payroll Records	7 Years
Employee Payroll Reports (Federal, State or City Gov't)	7 Years
Employee Personnel Records (After Termination)	7 Years
Employee Personnel Records (Current)	Permanent
Employee Retirement & Pension Records	Permanent
Employee Timesheets	7 Years
Employee Workman's Compensation Documents	11 years
Employment Applications (Current Employees)	Permanent
Employment Applications (Other)	1 Year
Finance - Accounts Payable Ledgers and Schedules	7 Years
Finance - Accounts Receivable Ledgers and Schedules	7 Years
Finance - Audit Reports of Independent Accountants	Permanent
Finance - Chart of Accounts	Permanent
Finance - Depreciation Schedules	Permanent
Finance - Expense Analyses & Distribution Schedules	7 Years



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Document Retention Policy

Approved by the Board of Directors, May 16, 2008

Item	Minimum Retention Period
Finance - Financial Statements (inc. Trial Balances)	Permanent
Finance - Fixed Asset Records & Appraisals	Permanent
Finance - General Ledgers	Permanent
Finance - Subsidiary Ledgers	Permanent
Finance - Tax Return Worksheets	7 Years
Finance - Tax Returns	Permanent
Finance - Uncollectable Accounts & Write-offs	7 Years
Finance - W-2 / W-4 / 1099 Forms, etc.	7 Years
Grant Inquiries	7 Years
Insurance - Accident Reports and Claims (Current Cases)	Permanent
Insurance - Accident Reports and Claims (Settled Cases)	Permanent
Insurance - Policies (Current)	Permanent
Insurance - Policies (Expired)	Permanent
Inventories	7 Years
Invoices from Vendors	7 Years
Invoices to Customers	7 Years
Notes Receivable Ledgers	7 Years
Paid Bills & Vouchers	7 Years
Patents & Related Papers	Permanent
Physical Inventory Tags	7 Years
Property Appraisals	Permanent
Property Documents - Deeds, Mortgages, etc.	Permanent
Stock and Bond Certificates (Cancelled)	7 Years
Stock and Bond Records	Permanent
Vendor Payment Request Forms & Supporting Documents	7 Years
Voucher Registers & Schedules	7 Years



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Board Resolution 0805-19. EXECUTIVE COMPENSATION COMMITTEE

Approved by the Board of Directors, May 16, 2008

RESOLVED, that there be, and there hereby is, effective immediately, designated a Committee of the Board to be named the "Executive Compensation Committee." The members of the Executive Compensation Committee shall consist of the voting members of the Executive Committee and the Chairperson of the Audit Committee, as well as such independent Directors as the Board determines from time to time, each of whom will serve at the pleasure of the Board. Meetings of the Executive Compensation Committee may be called at any time by the Chairperson of the Board, the Chairperson of the Audit Committee, or by any two members of the Executive Compensation Committee; and

FURTHER RESOLVED, that subject to applicable law and the Bylaws, the Executive Compensation Committee shall be responsible for making recommendations with respect to the compensation and benefit arrangements (including qualified and non-qualified benefit plans) provided to the senior executive management of the Corporation, reflecting and adhering to a compensation philosophy which reflects the charitable, tax-exempt mission of the Corporation; and

FURTHER RESOLVED, that the Executive Compensation Committee may recommend the engagement of outside independent compensation and legal advisors, when deemed necessary and advisable by the Committee; and

FURTHER RESOLVED, that with respect to executive compensation, the directors of the Corporation shall conduct and document their deliberations, recommendations, and decisions in a manner that attempts to establish and comply with the "Rebuttable Presumption of Reasonableness" under Section 4958 of the Internal Revenue Code, such conduct and documentation to include all of the following elements:

- Prior review and approval of all executive compensation arrangements, provided that persons with a conflict of interest with respect to the compensation arrangement at issue are not involved;
- Use of data as to comparable compensation for similarly qualified persons in functionally comparable positions at similarly situated organizations; and
- Contemporaneous documentation and recordkeeping with respect to the deliberations, recommendations, and decisions regarding the compensation arrangement.

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Policy on Financial Responsibility and Reporting of Financial, Auditing or Governance Improprieties

Approved by the Board of Directors, May 16, 2008

Jewish Jumpstart is committed to facilitating open and honest communications relevant to its governance, finances, and compliance with all applicable laws and regulations. It is important that Jewish Jumpstart be apprised about unlawful or improper behavior including, but not limited to, any of the following conduct:

- theft;
- financial reporting that is intentionally misleading;
- improper or undocumented financial transactions;
- improper destruction of records;
- improper use of assets;
- violations of Jewish Jumpstart's conflict-of-interest policy; and
- any other improper occurrence regarding cash, financial procedures, or reporting.

We request the assistance of every officer, director, and employee who has a reasonable belief or suspicion about any improper transaction. Jewish Jumpstart values this input and each employee should feel free to raise issues of concern, in good faith, without fear of retaliation. Employees will not be harassed, disciplined, demoted, lose their jobs, or be retaliated against for asking questions or voicing concerns about conduct of this sort. At the same time, Jewish Jumpstart expects all employees to take this policy seriously, to use it in good faith, and to use it when necessary and in a judicious manner. Reports that are not made in good faith, or otherwise are intended to harass or annoy an employee, may result in disciplinary action, including termination. 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 policy is intended to encourage and enable officers, directors, employees and others to raise serious concerns within Jewish Jumpstart prior to seeking resolution outside the organization.

Making a Report[?]

We encourage any employee who has a concern regarding an action concerning Jewish Jumpstart's governance, finances, or compliance with all applicable laws and regulations to raise the concern with a supervisor, the Chief Executive Officer, or the Chief Financial Officer.

If for any reason the employee does not believe these channels of communication are adequate, the concern should be reported immediately to either the chair of the Board or the chair of the Audit Committee. Anonymous reports will be accepted, and all reports will be handled on a confidential basis to the extent possible, consistent with the need to conduct an adequate investigation.



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Policy on Financial Responsibility and Reporting of Financial, Auditing or Governance Improprieties

Approved by the Board of Directors, May 16, 2008

Handling of Reports

The Board Chair or the Chair of the Audit Committee will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be investigated promptly. The Board Chair or the Chair of the Audit Committee will coordinate the investigation and Jewish Jumpstart will take appropriate action as it deems justifiable by the circumstances.

This policy is to be posted in the office of Jewish Jumpstart and communicated to all new officers, directors, and employees as part of their orientation. In addition, every year, after the annual election of the board chair and after the chair of the audit committee has been selected, the Chief Operating Officer will have the responsibility of updating the contact information for both of those individuals and then sending the policy with the updated contact information to all staff.