# BOARD GOVERNANCE

# BINDER

*Building Leaders. Creating Impact.*

CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION · 501(c)(3)

THE IMPACT STUDIO

# TABLE OF CONTENTS



*This binder implements the governance framework of The Impact Studio's Bylaws, satisfies IRS Form 1023/990 governance documentation expectations, and reflects California Corporations Code requirements for public benefit corporations. It does not constitute legal advice; review with organizational counsel before adoption.*

PART 1

# WELCOME

*Our mission, vision, values, and the story behind The Impact Studio*

THE IMPACT STUDIO

# WELCOME TO THE BOARD

*Part 1 — Welcome*

Thank you for your interest in serving on the Board of Directors of The Impact Studio.

Our work is rooted in the belief that business, media, and community can be powerful tools for education, empowerment, and meaningful social impact. As a Board member, you will play a vital role in guiding our mission, ensuring strong governance, and helping us create lasting change in the communities we serve.

We look forward to working alongside you to build leaders and transform lives.

*With gratitude,*

**Archie L. Holton**
*Founder & Board Chair*

THE IMPACT STUDIO

# MISSION, VISION & VALUES

*Part 1 — Welcome*

## Mission

Building Leaders. Creating Impact. The Impact Studio equips entrepreneurs, creators, and community leaders with the business, media, and social-impact tools they need to build ventures that serve people and profit alike.

## Vision

A world that works for everyone — where business is a force for good, media amplifies underserved voices, and every community has access to the education and opportunity needed to thrive.

## Values

- Education — we believe informed, equipped leaders create lasting change.
- Empowerment — we build confidence and capability, not dependency.
- Impact — we measure success by the communities we transform, not just the programs we run.
- Integrity — we hold ourselves to the highest ethical and fiduciary standards.
- Collaboration — we believe the best outcomes come from diverse voices working together.

## Organizational Story

The Impact Studio carries forward work originally pioneered at the Academies for Social Entrepreneurship, extending a legacy of social-enterprise education into a dedicated California nonprofit public benefit corporation focused on the intersection of business, media, and social impact.

PART 2

# GOVERNANCE POLICIES

*Our structure, bylaws framework, and California/IRS-compliant governance policies*

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# GOVERNANCE STRUCTURE OVERVIEW

*Part 2 — Governance Policies*

## Corporate Form

The Impact Studio is organized as a California nonprofit public benefit corporation and operates as a 501(c)(3) tax-exempt organization. Governance authority rests with the Board of Directors, which acts collectively; individual directors have no independent authority absent Board delegation.

## Board Composition

- Minimum and maximum Board size as set forth in the Bylaws
- Officers: Chair, Vice Chair, Secretary, Treasurer (at minimum)
- Standing committees as designated by the Board (see Part 10 — Committee Charters)
- Directors serve staggered three-year terms, renewable, consistent with the Bylaws

## Relationship to the Bylaws

This Governance Policies section supplements — and does not replace — The Impact Studio's Articles of Incorporation and Bylaws. Where any policy in this binder conflicts with the Bylaws, the Bylaws control. Directors should keep a current copy of the Bylaws in Part 15 — Reference Materials.

## Policy Adoption & Review

Each policy in this Part is adopted by Board resolution and reviewed no less than every two years, or sooner if triggered by a change in law. See Part 15 for the Document Control and Revision History log.

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# CONFLICT OF INTEREST POLICY

*Part 2 — Governance Policies · IRS Model Policy*

Adopted pursuant to the sample policy structure referenced in the instructions to IRS Form 1023, and Cal. Corp. Code §§ 5227 and 5233 governing self-dealing transactions by public benefit corporations.

## Article I — Purpose

This policy is intended to protect the interests of The Impact Studio when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director, or might result in a possible excess benefit transaction. It supplements, and does not replace, applicable state and federal law.

## Article II — Definitions

- 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.
- Financial Interest — ownership, compensation arrangement, or other transaction with any entity with which the organization has or is negotiating a transaction or arrangement.

## Article III — Procedures

1. Duty to Disclose. An interested person must disclose the existence and nature of a financial interest to the Board before the Board considers the proposed transaction.
2. Determination of a Conflict. After disclosure, the interested person leaves the meeting while the Board discusses and determines whether a conflict exists.
3. Addressing the Conflict. The interested person may make a presentation but may not participate in discussion of, or vote on, the transaction. The Board may investigate alternatives.
4. Recusal. The interested person is counted for quorum purposes only as permitted by the Bylaws, and shall not vote.
5. Recordkeeping. Minutes shall reflect the names of persons who disclosed a financial interest, the nature of the conflict, and the Board's decision.

## Article IV — Compensation

A voting member of the Board who receives compensation from the organization, directly or indirectly, may not vote on matters pertaining to that member's compensation. The Board applies a rebuttable-presumption process for compensation of the Executive Director and other officers, consistent with IRS intermediate-sanctions guidance: (1) approval by disinterested directors, (2) reliance on comparability data, and (3) contemporaneous documentation.

## Article V — Annual Statements

Each director, officer, and key employee shall annually sign a statement affirming that the person has received a copy of this policy, read and understood it, and agreed to comply — see the Annual Disclosure Form in Part 14.

**Adopted by Board Resolution — Date:** ______________________________________

**Board Chair Signature:** ______________________________________

**:** ______________________________________

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# WHISTLEBLOWER POLICY

*Part 2 — Governance Policies · IRS Best Practice*

The Impact Studio requires directors, officers, employees, and volunteers to observe high standards of business and personal ethics. This policy — referenced on IRS Form 990, Part VI — encourages reporting of illegal or unethical behavior and protects those who make good-faith reports.

## Reporting Procedure

Concerns regarding financial impropriety, fraud, or violations of law or policy should be reported to the Board Chair or, if the concern involves the Chair, to the Treasurer or Governance Committee. Reports may be made confidentially and, where legally permitted, anonymously.

## No Retaliation

The organization prohibits retaliation against any person who reports, in good faith, a suspected violation. Any director, officer, employee, or volunteer who retaliates is subject to disciplinary action, up to and including removal.

## Handling of Reports

The Governance Committee (or a designated ad hoc committee free of conflicts) investigates all reports promptly and reports findings and recommended action to the full Board.

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# DOCUMENT RETENTION & DESTRUCTION POLICY

*Part 2 — Governance Policies · IRS Best Practice*

This policy — referenced on IRS Form 990, Part VI — establishes guidelines for the retention and destruction of the organization's documents and records, and complies with California and federal law prohibiting destruction of records relevant to an investigation.

| Record Type | Minimum Retention |
|---|---|
| Articles of Incorporation, Bylaws, Board minutes | Permanent |
| IRS determination letter, Form 1023, Form 990 filings | Permanent |
| Financial statements, audit reports | 7 years |
| Tax records, payroll records | 7 years |
| Contracts and agreements (post-expiration) | 7 years |
| Insurance policies (post-expiration) | 7 years |
| Personnel files (post-separation) | 7 years |
| Donor records and pledge documentation | 7 years |
| Routine correspondence and internal memos | 3 years |

## Electronic Records

Electronic records are retained on the same schedule as their paper equivalents and are backed up on a regular schedule determined by the Board or its designee.

## Litigation Hold

Upon notice of pending or reasonably anticipated litigation, government investigation, or audit, destruction of any related record must cease immediately regardless of the schedule above, until counsel confirms the hold is lifted.

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# CALIFORNIA & FEDERAL COMPLIANCE CHECKLIST

*Part 2 — Governance Policies · CA-Specific*

Recurring filings required to maintain The Impact Studio's corporate and tax-exempt status in good standing.

| Filing | Agency | Frequency |
|---|---|---|
| Statement of Information (Form SI-100) | California Secretary of State | Biennial |
| Annual Registration Renewal (Form RRF-1) | CA Attorney General, Registry of Charitable Trusts | Annual |
| Exempt Organization Annual Return (Form 199 / 199N) | California Franchise Tax Board | Annual |
| Return of Organization Exempt from Income Tax (Form 990 / 990-EZ) | Internal Revenue Service | Annual |
| Unrelated Business Income Tax return, if applicable (Form 990-T) | IRS / FTB | Annual, if triggered |
| City/county business license or charitable solicitation permit, if applicable | Local jurisdiction | As required |

*Deadlines vary by fiscal year-end. The Treasurer and Governance Committee are responsible for maintaining a compliance calendar with specific due dates.*

PART 3

# BOARD RECRUITMENT GUIDE

*Attracting diverse leaders with the skills, passion, and commitment to lead*

THE IMPACT STUDIO

# BOARD RECRUITMENT GUIDE

*Part 3 — Board Recruitment Guide*

## Recruitment Philosophy

The Impact Studio recruits directors deliberately, seeking a Board that reflects the communities it serves and brings the mix of skills, networks, and lived experience needed to advance the mission.

## Recruitment Process

6. Governance Committee reviews the Board Skills Matrix (below) to identify gaps.
7. Committee and current directors nominate candidates from professional networks, partner organizations, and community outreach.
8. Candidates receive an information packet, meet with the Governance Committee Chair and Executive Director, and attend a Board meeting as an observer where feasible.
9. Candidate completes the Board Member Application (Part 4).
10. Governance Committee recommends candidates to the full Board for a vote, consistent with the Bylaws.
11. Upon election, new directors complete Appointment Documents (Part 5) and the Orientation Manual (Part 13).

## Board Skills Matrix

| Skill / Attribute | Current Coverage | Priority Need |
|---|---|---|
| Accounting / Finance | | |
| Legal | | |
| Marketing / Media / Production | | |
| Fundraising / Development | | |
| Government / Community Relations | | |
| Technology | | |
| Education / Youth Programs | | |
| Lived experience in communities served | | |

## Sourcing Strategies

- Board member and staff professional networks
- Partner organizations, including academic and civic partners such as UCLA's Social Enterprise programs
- Local business, media, and hospitality communities in Southern California
- Nonprofit board-matching services and community foundations

## Sample Interview Questions

- What draws you to The Impact Studio's mission?
- What perspective or expertise would you bring that the Board doesn't currently have?
- How do you approach disagreement in a group governance setting?
- What is your understanding of a director's fiduciary duties?

PART 4

# BOARD APPLICATION PACKET

*Application forms and information to help us know you better*

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# BOARD MEMBER APPLICATION

*Part 4 — Board Application Packet · Fillable Form*

Please complete this application in full. Information provided will be used solely to evaluate candidacy for Board service.

## Personal Information

**Full Legal Name:** ______________________________

**Preferred Name:** ______________________________

**Home Address:** ________________________________________________________________

**City / State / Zip:** ______________________________

**Phone:** ______________________________

**Email:** ______________________________

**Occupation:** ______________________________

**Employer:** ______________________________

**Title:** ______________________________

## Professional Background

**Education:** ________________________________________________________________

**Certifications / Licenses:** ________________________________________________________________

**Previous Nonprofit Board Experience:** ________________________________________________________________

**Community Service:** ________________________________________________________________

**Professional Organizations:** ________________________________________________________________

## Skills Inventory — Check All That Apply

☐ Accounting

☐ Finance

☐ Legal

☐ Marketing

☐ Fundraising

☐ Education

☐ Government Relations
☐ Public Relations
☐ Human Resources
☐ Technology
☐ Media
☐ Television
☐ Radio
☐ Production
☐ Entrepreneurship
☐ Social Enterprise
☐ Grant Writing
☐ Event Planning
☐ Community Outreach
☐ Youth Programs
☐ Arts & Culture
☐ Strategic Planning
☐ Real Estate
☐ Construction
☐ Business Development
☐ Restaurant / Hospitality
☐ Other: ___________

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# BOARD MEMBER APPLICATION (CONTINUED)

*Part 4 — Board Application Packet*

## Questions

**Why do you want to serve on the Board?**

: ______________________________________________

: ______________________________________________

**How do you believe your experience can help the organization?**

: ______________________________________________

: ______________________________________________

**Have you ever served on another nonprofit board?**

☐ Yes ☐ No

If yes:

**Organization:** ______________________ **Position:** ______________________

**Years:** _______________

**What committees interest you?**

☐ Executive
☐ Finance
☐ Governance
☐ Fundraising
☐ Development
☐ Marketing
☐ Programs
☐ Audit
☐ Strategic Planning
☐ Education
☐ Media
☐ Technology

## Legal Questions

☐ Have you ever been convicted of a felony? Yes ☐ No ☐

☐ Have you ever been prohibited from serving on a nonprofit board? Yes ☐ No ☐

☐ Do you have any potential conflicts of interest? Yes ☐ No ☐

☐ Do you understand your fiduciary duties under California law? Yes ☐ No ☐

☐ Would you agree to annual conflict disclosures? Yes ☐ No ☐

## Commitment

- Acting in the best interest of the nonprofit
- Maintaining confidentiality
- Attending regular board meetings
- Participating on committees
- Supporting fundraising efforts
- Reviewing financial statements
- Following all bylaws and policies
- Complying with California nonprofit law

**Signature:** ________________________________________

**Printed Name:** ________________________________________

**Date:** ________________________________________

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# BOARD MEMBER INFORMATION SHEET

*Part 4 — Board Application Packet · Fillable Form*

Collects current contact information, committee interests, and optional demographic data to support board diversity reporting. Demographic fields are voluntary.

## Contact Information

**Full Legal Name:** ____________________________

**Preferred Name:** ____________________________

**Home Address:** ____________________________________________________________

**Mailing Address (if different):** ____________________________________________________________

**Cell Phone:** ____________________________

**Home Phone:** ____________________________

**Email (Primary):** ____________________________

**Email (Secondary):** ____________________________

**Employer:** ____________________________

**Title:** ____________________________

## Term & Role Information

**Date Joined Board:** ____________________________

**Term Expiration:** ____________________________

**Officer Position (if any):** ____________________________

**Committee Assignment(s):** ____________________________

## Committee Interests

☐ Executive
☐ Finance
☐ Governance
☐ Fundraising / Development
☐ Marketing & Communications
☐ Programs
☐ Audit
☐ Strategic Planning

☐ Media & Technology

## Optional Demographic Information

Collected on a voluntary basis to support board diversity, equity, and inclusion goals. You may decline to answer any item.

**Gender Identity (optional):** ________________________________________

**Race / Ethnicity (optional):** ________________________________________

**Age Range (optional):** ________________________________________

## Emergency Contact

| | |
|---|---|
| **Emergency Contact Name:** ____________________________ | **Relationship:** ____________________________ |
| **Emergency Contact Phone:** ____________________________ | **Emergency Contact Email:** ____________________________ |

PART 5

# APPOINTMENT DOCUMENTS

*Documents confirming your commitment to serve*

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# BOARD MEMBER POSITION DESCRIPTION

*Part 5 — Appointment Documents*

## General Responsibilities

- Determine the organization's mission and purpose, and ensure its programs are consistent with that mission.
    1. Select, support, and evaluate the Executive Director.
        1. Ensure effective organizational planning and monitor progress toward strategic goals.
            1. Ensure adequate resources and provide proper financial oversight.
                1. Protect assets and provide financial accountability.
                    1. Build and maintain a competent, diverse Board.
                        1. Ensure legal and ethical integrity, and maintain accountability.
                            1. Enhance the organization's public standing and serve as an ambassador in the community.

## Fiduciary Duties Under California Law

- Duty of Care — exercise reasonable care and diligence, acting as an ordinarily prudent person would (Cal. Corp. Code § 5231).
- Duty of Loyalty — act in the organization's best interest and disclose any conflict of interest (Cal. Corp. Code § 5233).
- Duty of Obedience — ensure the organization acts consistent with its mission and governing documents and applicable law.

## Time Commitment

- Attend at least 75% of regular Board meetings
    1. Serve actively on at least one standing committee
        1. Attend the Annual Meeting and, where feasible, organizational events
            1. Respond to Board communications and written consents in a timely manner

## Term of Service

Directors serve a three-year term, renewable, per the Bylaws' term-limit provisions.

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# BOARD COMMITMENT AGREEMENT

*Part 5 — Appointment Documents · Fillable Form*

As a member of the Board of Directors of The Impact Studio, I agree to uphold the following commitments during my term of service:

## Attendance, Financial Support & Advocacy

- Attend at least 75% of regular Board meetings
    1. Participate actively on at least one standing committee
        1. Make a personally meaningful annual financial contribution
            1. Assist with fundraising efforts
                1. Promote the organization's mission within my networks

## Governance & Conduct

- Avoid actual or apparent conflicts of interest, and disclose any that arise
    1. Maintain confidentiality of sensitive Board materials
        1. Support decisions made by the Board as a whole
            1. Complete an annual conflict-of-interest disclosure
                1. Comply with all bylaws, policies, and applicable California nonprofit law

**By signing below, I acknowledge that I have read, understand, and agree to fulfill these commitments.**

**Signature:** ________________________________________

**Printed Name:** ________________________________________

**Date:** ________________________________________

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# BOARD CONSENT TO SERVE

*Part 5 — Appointment Documents · Fillable Form*

**Name of Director:** ____________________________

**Effective Date of Appointment:** ____________________________

**Term Length:** ____________________________

**Term Expiration Date:** ____________________________

**Appointed By (Board Resolution / Vote Date):** ________________________________________

## Consent

I hereby consent to serve as a Director of The Impact Studio and confirm I have received and understood:

☐ Articles of Incorporation and Bylaws

☐ Board Member Position Description

☐ Board Commitment Agreement

☐ Conflict of Interest Policy and disclosure requirements

☐ Code of Ethics

I understand that my service carries fiduciary duties of care, loyalty, and obedience under California law, and I accept these responsibilities.

**Signature:** ________________________________________

**Printed Name:** ________________________________________

**Date:** ________________________________________

## Board Secretary Acknowledgment (Internal Use)

**Received By:** ____________________________

**Date Filed:** ____________________________

PART 6

# FIDUCIARY RESPONSIBILITIES

*The legal duties every director owes the organization*

THE IMPACT STUDIO

# UNDERSTANDING FIDUCIARY RESPONSIBILITY

*Part 6 — Fiduciary Responsibilities*

## The Three Core Duties

### *Duty of Care (Cal. Corp. Code § 5231)*

A director must perform duties in good faith, in a manner the director believes to be in the best interest of the organization, and with such care — including reasonable inquiry — as an ordinarily prudent person in a like position would use under similar circumstances. This includes reviewing materials before meetings, asking questions, and exercising independent judgment rather than rubber-stamping staff recommendations.

### *Duty of Loyalty (Cal. Corp. Code § 5233)*

A director must act in the best interest of the organization rather than in the director's own interest or the interest of another organization or person. This duty underlies the Conflict of Interest Policy (Part 2) and requires full disclosure of any financial or personal interest in a matter before the Board.

### *Duty of Obedience*

A director must ensure the organization adheres to its stated mission, complies with its governing documents, and follows applicable federal and state law, including restrictions on private inurement and lobbying/political activity applicable to 501(c)(3) organizations.

## The Business Judgment Rule

California courts generally defer to good-faith board decisions made on an informed basis and in the absence of self-dealing, even if the decision later proves unwise. This protection depends on directors actually informing themselves before acting — it is not a substitute for diligence.

## Indemnification & Insurance

Consistent with the Bylaws and Cal. Corp. Code §§ 5238–5239, the organization indemnifies directors and officers acting in good faith within the scope of their duties, to the fullest extent permitted by law. The Board maintains Directors & Officers (D&O) liability insurance, the details of which are provided to each director upon appointment and reviewed annually by the Finance/Audit Committee.

## Personal Liability — What Directors Should Know

- Directors are generally shielded from personal liability for organizational debts when acting within their fiduciary duties.
- Liability risk increases with self-dealing, undisclosed conflicts, or failure to exercise reasonable oversight (e.g., ignoring financial red flags).
- Volunteer directors of 501(c)(3) organizations may have additional statutory protection under the California and federal Volunteer Protection Acts, subject to conditions.

PART 7

# ETHICS & COMPLIANCE

*Professional standards and behavior*

THE IMPACT STUDIO

# CODE OF ETHICS

*Part 7 — Ethics & Compliance*

The Impact Studio is committed to the highest standards of ethical conduct in fulfilling its mission: a world that works for everyone.

## Integrity

- Act honestly and in good faith in all organizational matters
    1. Represent the organization's mission, programs, and finances accurately
        1. Avoid any activity that could compromise the organization's integrity or reputation

## Stewardship

- Exercise prudent judgment in the use of financial and human resources
    1. Ensure funds are used consistent with donor intent and mission
        1. Support sound financial controls and transparent reporting

## Conflicts of Interest

- Disclose any actual, potential, or perceived conflict of interest promptly
    1. Recuse from discussion and voting on matters in which a conflict exists
        1. Never use a Board position for personal financial gain

## Confidentiality

- Protect sensitive information regarding personnel, donors, and participants
    1. Refrain from disclosing confidential Board discussions outside Board proceedings

## Respect & Inclusion

- Treat directors, staff, volunteers, and participants with respect and dignity
    1. Support a culture of inclusion consistent with the organization's mission
        1. Refrain from harassment or discriminatory conduct of any kind

## Compliance

- Comply with all applicable federal and California nonprofit laws
    1. Follow the Bylaws, policies, and this Code of Ethics

1. Report suspected violations through appropriate channels

**By signing below, I acknowledge that I have read and agree to abide by this Code of Ethics.**

**Signature: ______________________________________**

**Printed Name: ______________________________________**

**Date: ______________________________________**

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# CONFLICT OF INTEREST DISCLOSURE

*Part 7 — Ethics & Compliance · Fillable Form*

Required annually and whenever a new actual or potential conflict arises, per the Conflict of Interest Policy in Part 2.

## Acknowledgment

I understand the importance of avoiding any actual or potential conflict of interest and the appearance of impropriety, and I agree to disclose any relationship, transaction, or financial interest that could reasonably be considered a conflict, and to update this disclosure annually or whenever a change occurs.

## Disclosure

☐ I have no actual or potential conflicts of interest to disclose.

☐ I have the following actual or potential conflict(s) of interest to disclose:

**:** ________________________________________________

**:** ________________________________________________

**:** ________________________________________________

## Categories to Consider

- Financial interest in any entity that does business with, or competes with, the organization
    1. Compensation or benefit received from the organization or a related party
        1. Family or close personal relationships with staff, vendors, or other directors
            1. Outside board or employment positions presenting a duty-of-loyalty conflict
                1. Gifts, favors, or benefits from parties seeking to do business with the organization

**Signature:** ________________________________

**Printed Name:** ________________________________

**Date:** ________________________________

*Retain in the organization's permanent governance records. Required for IRS Form 1023/1023-EZ compliance and annual Form 990 reporting.*

PART 8

# FINANCIAL OVERSIGHT POLICIES

*Reviewing financial statements and safeguarding organizational assets*

THE IMPACT STUDIO

# FINANCIAL OVERSIGHT POLICY

*Part 8 — Financial Oversight Policies*

## Budget Approval

The Executive Director prepares an annual operating budget for review by the Finance/Audit Committee and approval by the full Board prior to the start of each fiscal year. Material mid-year budget deviations (typically greater than 10%) require Board notification and, if a reallocation of restricted funds is involved, Board approval.

## Financial Statement Review

The Treasurer presents financial statements (statement of financial position, statement of activities, and budget-to-actual comparison) at each regular Board meeting. The full Board reviews the IRS Form 990 before filing.

## Internal Controls & Segregation of Duties

- No single individual has authority over an entire financial transaction from initiation through reconciliation.
    1. Checks/disbursements above a Board-established threshold require two authorized signatures.
        1. Bank and investment account reconciliations are reviewed by someone other than the preparer.
            1. Credit card and expense reimbursements require receipts and a secondary approver.

## Independent Audit / Financial Review

The Board engages an independent CPA to perform an audit or financial review, at a frequency and threshold set by the Finance/Audit Committee consistent with California's Nonprofit Integrity Act (which requires an audit for organizations above the statutory revenue threshold that solicit contributions in California).

## Reserve Policy

The organization strives to maintain an operating reserve equal to a Board-designated number of months of operating expenses, to be built and drawn down only pursuant to Board-approved criteria.

## Investment Policy (Summary)

Any invested reserves are held consistent with a Board-approved investment policy emphasizing preservation of principal and liquidity over yield, and avoiding speculative instruments.

## Related-Party Transaction Review

Any transaction with a director, officer, or their family member/business interest is reviewed under the Conflict of Interest Policy (Part 2) before execution, regardless of dollar amount.

## Expense Reimbursement

Directors and staff are reimbursed for reasonable, pre-approved, mission-related expenses supported by original receipts, submitted within 60 days.

PART 9

# BOARD OPERATIONS

*Meeting procedures, agendas, minutes, and resolutions*

THE IMPACT STUDIO

# MEETING PROCEDURES

*Part 9 — Board Operations*

## Notice & Quorum

Regular meetings are held on a schedule set by the Board; special meetings require notice consistent with the Bylaws and Cal. Corp. Code § 5211. A quorum is the number of directors specified in the Bylaws, and no business may be conducted without one.

## Voting

Each director has one vote. Unless the Bylaws or Articles require a greater vote, action is approved by a majority of directors present at a meeting at which a quorum is present.

## Action Without a Meeting

The Board may act by unanimous written consent in lieu of a meeting, as permitted under Cal. Corp. Code § 5211(b). Written consents are filed with the meeting minutes.

## Remote Participation

Directors may participate by conference call or video conference where all participants can hear one another simultaneously, consistent with the Bylaws.

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# BOARD MEETING AGENDA TEMPLATE

*Part 9 — Board Operations · Fillable Form*

**Meeting Date:** ____________________________ **Meeting Time:** ____________________________

**Location / Video Link:** ____________________________ **Meeting Type (Regular / Special):** ____________________________

## Agenda

| # | Item | Presenter | Time Allotted | Action Needed |
|---|---|---|---|---|
| 1 | Call to Order & Roll Call | | 5 min | — |
| 2 | Approval of Prior Minutes | | 5 min | Vote |
| 3 | Conflict of Interest Disclosures | | 5 min | — |
| 4 | Executive Director's Report | | 10 min | — |
| 5 | Financial Report | | 10 min | Vote (if action item) |
| 6 | Committee Reports | | 15 min | Vote (as needed) |
| 7 | Old Business | | 10 min | Vote (as needed) |
| 8 | New Business | | 15 min | Vote (as needed) |
| 9 | Executive Session (if needed) | | 10 min | — |
| 10 | Adjournment | | 2 min | Vote |

*Distribute the agenda and supporting materials at least 3–5 business days before the meeting.*

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# BOARD MEETING MINUTES TEMPLATE

*Part 9 — Board Operations · Fillable Form*

**Meeting Date:** ___________________________

**Meeting Time — Start / End:** ___________________________

**Location / Video Link:** ___________________________

**Minutes Recorded By:** ___________________________

**Directors Present:** ___________________________________________________________________

**Directors Absent:** ___________________________________________________________________

**Others Present (staff, guests):** ___________________________________________________________________

☐ Quorum confirmed

## Proceedings

**Call to Order (time):** _____________________________

Conflict of Interest Disclosures:

: ___________________________________________________________

Approval of Prior Minutes:

☐ Approved as presented ☐ Approved as amended

Summary of Reports & Discussion:

: ___________________________________________________________

: ___________________________________________________________

: ___________________________________________________________

## Motions

| Motion | Made By | Seconded By | Vote (For / Against / Abstain) | Result |
|---|---|---|---|---|
| | | | | |
| | | | | |

| Motion | Made By | Seconded By | Vote (For / Against / Abstain) | Result |
|---|---|---|---|---|
| | | | | |

**Adjournment (time): ______________________________**

**Minutes Recorded By: ________________________________________**

**Approved By (Chair or Secretary): ________________________________________**

**Date Approved: ________________________________________**

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# BOARD RESOLUTIONS

*Part 9 — Board Operations · Fillable Template*

Use this template to memorialize any formal Board action requiring a written resolution (e.g., adopting a policy, appointing officers, opening a bank account, approving a budget).

## Resolution Template

**Resolution No.:** ____________________

**Date Adopted:** ______________________________

WHEREAS, ______________________________________________________________________

_____________________________________________________________________________

WHEREAS, ______________________________________________________________________

NOW, THEREFORE, BE IT RESOLVED, that __________________________________________________

_____________________________________________________________________________

BE IT FURTHER RESOLVED, that ___________________________________________________________

**Vote:** ________________________________________

☐ Adopted unanimously ☐ Adopted by majority vote (record count above)

**Certified By (Board Secretary):** ________________________________________

**Date:** ________________________________________

## Sample Resolution Titles

- Resolution Adopting the Conflict of Interest Policy
- Resolution Appointing Officers of the Corporation
- Resolution Authorizing Signatories on Bank/Investment Accounts
- Resolution Approving the Annual Operating Budget
- Resolution Authorizing Execution of a Specific Contract or Grant Agreement

PART 10

# COMMITTEE CHARTERS

*Structure and mandate for each standing committee*

THE IMPACT STUDIO

# EXECUTIVE COMMITTEE CHARTER

*Part 10 — Committee Charters*

## Purpose

The Executive Committee acts on behalf of the full Board between meetings on matters requiring prompt attention, within limits set by the Bylaws and Board resolution.

## Responsibilities

- Act on urgent matters between Board meetings, subject to ratification at the next regular meeting
    1. Support the Board Chair in setting Board meeting agendas
        1. Oversee the Executive Director's annual performance review process
            1. May not amend Bylaws, approve the annual budget, or take actions reserved to the full Board

## Membership

The Board Chair, Vice Chair, Secretary, and Treasurer, at minimum.

## Meetings

The committee meets at least quarterly, or as needed, and reports to the full Board at each regular Board meeting.

THE IMPACT STUDIO

# FINANCE / AUDIT COMMITTEE CHARTER

*Part 10 — Committee Charters*

## Purpose

The Finance/Audit Committee assists the Board in fulfilling its fiduciary responsibilities related to financial oversight, planning, risk management, and independent audit.

## Responsibilities

- Review and recommend approval of the annual budget
    1. Oversee financial statements and internal controls
        1. Monitor financial health, cash flow, and reserve levels
            1. Review investment and reserve policies
                1. Oversee the independent audit or financial review process and the annual Form 990 before filing
                    1. Ensure compliance with financial policies and procedures in Part 8

## Membership

At least three (3) Board members, including the Treasurer. A majority should have financial literacy; if feasible, at least one member with accounting or audit expertise.

## Meetings

The committee meets at least quarterly, or as needed, and reports to the full Board at each regular Board meeting.

THE IMPACT STUDIO

# GOVERNANCE / NOMINATING COMMITTEE CHARTER

*Part 10 — Committee Charters*

## Purpose

The Governance Committee ensures the Board's composition, structure, and practices support strong governance and mission fulfillment.

## Responsibilities

- Maintain the Board Skills Matrix and lead recruitment (Part 3)
    1. Recommend director nominations and slate officers for election
        1. Oversee Board orientation (Part 13) and ongoing education
            1. Lead the annual Board self-evaluation process (Part 11)
                1. Review and recommend updates to governance policies and the Bylaws

## Membership

At least three (3) Board members, chaired by a director other than the Board Chair where feasible.

## Meetings

The committee meets at least quarterly, or as needed, and reports to the full Board at each regular Board meeting.

THE IMPACT STUDIO

# FUNDRAISING / DEVELOPMENT COMMITTEE CHARTER

*Part 10 — Committee Charters*

## Purpose

The Fundraising/Development Committee supports the organization's resource development strategy and Board fundraising participation.

## Responsibilities

- Develop and monitor the annual fundraising plan
    1. Support donor cultivation, solicitation, and stewardship
        1. Coordinate director give/get expectations under the Fundraising Policy (Part 12)
            1. Oversee fundraising events and campaigns

## Membership

Open to all directors; chaired by a director with fundraising or development experience where possible.

## Meetings

The committee meets at least quarterly, or as needed, and reports to the full Board at each regular Board meeting.

THE IMPACT STUDIO

# PROGRAMS COMMITTEE CHARTER

*Part 10 — Committee Charters*

## Purpose

The Programs Committee provides oversight of program design, quality, and outcomes consistent with the organization's mission.

## Responsibilities

- Review program plans, curricula, and outcome metrics
    1. Monitor alignment between programs and strategic priorities (Part 11)
        1. Recommend new program initiatives or sunset underperforming ones
            1. Liaise with community and civic partners on program delivery

## Membership

Open to all directors, with priority given to those with education, youth-program, or media/production expertise.

## Meetings

The committee meets at least quarterly, or as needed, and reports to the full Board at each regular Board meeting.

THE IMPACT STUDIO

# MARKETING & MEDIA COMMITTEE CHARTER

*Part 10 — Committee Charters*

## Purpose

Given The Impact Studio's focus on business, media, and social impact, the Marketing & Media Committee oversees the organization's public voice and media partnerships.

## Responsibilities

- Guide brand strategy and public communications
    1. Oversee media partnerships (e.g., public access television, media arts education initiatives)
        1. Support storytelling and content strategy that advances fundraising and program goals
            1. Review website, social media, and press materials for consistency with the brand

## Membership

Open to all directors, with priority given to those with media, production, marketing, or communications expertise.

## Meetings

The committee meets at least quarterly, or as needed, and reports to the full Board at each regular Board meeting.

PART 11

# STRATEGIC LEADERSHIP

*Strategic planning worksheets and board evaluation tools*

THE IMPACT STUDIO

# STRATEGIC PLANNING WORKSHEET

*Part 11 — Strategic Leadership · Fillable Tool*

## SWOT Analysis

| Strengths | Weaknesses |
|---|---|
| | |
| | |
| | |

| Opportunities | Threats |
|---|---|
| | |
| | |
| | |

## Three-Year Strategic Priorities

| Priority | Goal | Key Metric | Owner | Target Date |
|---|---|---|---|---|
| 1 | | | | |
| 2 | | | | |
| 3 | | | | |

## Annual Goals Worksheet

**Fiscal Year: ____________________**

| Goal | Success Metric | Resources Needed | Progress Check-In Date |
|---|---|---|---|
| | | | |
| | | | |
| | | | |

THE IMPACT STUDIO

# BOARD SELF-EVALUATION TOOL

*Part 11 — Strategic Leadership · Fillable Tool*

Completed individually and anonymously, then aggregated by the Governance Committee to inform Board development priorities. Rate each statement 1 (Needs Improvement) to 5 (Excellent).

## Individual Director Self-Assessment

**I understand and fulfill my fiduciary duties of care, loyalty, and obedience.:** ___________

**I come to meetings prepared, having reviewed materials in advance.:** ___________

**I actively participate in Board discussion and decision-making.:** ___________

**I contribute my professional skills and networks to the organization.:** ___________

**I fulfill my financial and fundraising commitments.:** ___________

**I disclose conflicts of interest promptly and completely.:** ___________

## Full Board Assessment

**The Board understands and effectively executes its governance role (vs. management's operational role).:** ___________

**The Board receives timely, accurate financial and program information.:** ___________

**Board meetings are well-run, with adequate time for strategic discussion.:** ___________

**The Board's composition reflects the skills and diversity the organization needs.:** ___________

**Committees are effective and appropriately resourced.:** ___________

**The Board provides adequate oversight of the Executive Director.:** ___________

## Open-Ended Reflection

What is the Board doing well?

**:** ________________________________________________________________

What is one change that would most improve Board effectiveness?

**:** ________________________________________________________________

PART 12

# FUNDRAISING

*Board expectations and gift acceptance guidelines*

THE IMPACT STUDIO

# FUNDRAISING POLICY

*Part 12 — Fundraising*

## Board Give/Get Expectation

Each director is expected to make a personally meaningful annual financial contribution and to help secure additional support (individual gifts, sponsorships, grants, or in-kind resources) consistent with the Board Commitment Agreement (Part 5). Specific give/get targets, if any, are set annually by the Board.

## Solicitation Standards

- All solicitations represent the organization's mission and use of funds accurately.
- Donors are treated with respect, and their wishes regarding recognition and privacy are honored.
- The organization complies with California charitable solicitation registration requirements.

## Gift Acceptance Guidelines

- Cash and marketable securities are generally acceptable without special review.
- Gifts of real property, business interests, or gifts with restrictions require Finance/Audit Committee review before acceptance.
- The organization reserves the right to decline any gift that conflicts with its mission or values, or that carries unreasonable conditions or liabilities.

## Restricted Gifts

Gifts restricted by the donor for a specific purpose are tracked separately and used only for that purpose; any request to repurpose a restricted gift requires donor consent where feasible or Board approval consistent with applicable law.

PART 13

# ORIENTATION MANUAL

*Onboarding guide for new directors*

THE IMPACT STUDIO

# NEW DIRECTOR ORIENTATION MANUAL

*Part 13 — Orientation Manual*

## Welcome

Congratulations on your election to the Board of Directors of The Impact Studio. This orientation manual will guide your first 90 days of service.

## First 30 Days

☐ Complete and return all Appointment Documents (Part 5)

☐ Review the Bylaws, Conflict of Interest Policy, and Code of Ethics

☐ Submit your first Conflict of Interest Disclosure (Part 7)

☐ Meet individually with the Board Chair and Executive Director

☐ Review the current annual budget and most recent financial statements

## Days 31–60

☐ Attend your first Board meeting and one committee meeting

☐ Select a standing committee assignment (Part 10)

☐ Review the current Strategic Plan and Board Skills Matrix (Part 11 / Part 3)

☐ Complete the Board Biography Form (Part 14)

## Days 61–90

☐ Make your personal annual financial contribution

☐ Identify at least one fundraising or networking contribution you can make

☐ Complete the New Director Feedback Form with the Governance Committee Chair

## Key Contacts

| Role | Name | Email / Phone |
|---|---|---|
| Board Chair | | |
| Executive Director | | |
| Board Secretary | | |
| Treasurer | | |

## Glossary Quick Reference

See Part 15 — Reference Materials for a full glossary of governance terms and key filing deadlines.

PART 14

# FORMS

*Consolidated fillable forms index*

THE IMPACT STUDIO

# FORMS INDEX

*Part 14 — Forms*

For convenience, all fillable forms in this binder are indexed below by the Part in which they appear.

| Form | Location |
|---|---|
| Board Member Application | Part 4 |
| Board Member Information Sheet | Part 4 |
| Board Commitment Agreement | Part 5 |
| Board Consent to Serve | Part 5 |
| Conflict of Interest Disclosure | Part 7 |
| Board Meeting Agenda Template | Part 9 |
| Board Meeting Minutes Template | Part 9 |
| Board Resolution Template | Part 9 |
| Strategic Planning Worksheet | Part 11 |
| Board Self-Evaluation Tool | Part 11 |
| Annual Disclosure Form | Part 14 (below) |
| Board Biography Form | Part 14 (below) |

THE IMPACT STUDIO

# ANNUAL DISCLOSURE FORM

*Part 14 — Forms · Fillable Form*

Completed by every director, officer, and key employee each fiscal year, per the Conflict of Interest Policy (Part 2).

**Name:** ___________________________ **Fiscal Year:** ___________________________

## Conflict of Interest

☐ I have no actual or potential conflicts of interest to disclose.

☐ I have the following to disclose:

: __________________________________________________________

: __________________________________________________________

## Financial Interests

☐ I have no financial interest in any transaction or arrangement with the organization.

☐ I have the following financial interest(s) to disclose:

: __________________________________________________________

## Outside Positions

**Other nonprofit or for-profit boards on which I serve:**

__________________________________________________________

## Certification

I certify that I have received, read, and understood the Conflict of Interest Policy and Code of Ethics, and that the information above is true and complete to the best of my knowledge.

**Signature:** _______________________________________

**Printed Name:** _______________________________________

**Date:** _______________________________________

THE IMPACT STUDIO

# BOARD BIOGRAPHY FORM

*Part 14 — Forms · Fillable Form*

Used for grants, the website, and marketing materials. Please write in third person, as it will appear publicly.

| **Full Name (as it should appear publicly):** | **Preferred Pronouns (optional):** |
|---|---|
| ____________________________ | ____________________________ |
| **Current Title / Employer:** | **Board Role (if any):** |
| ____________________________ | ____________________________ |

## Professional Biography

Please provide a short professional biography (100–150 words), written in third person.

: ____________________________________________________________

: ____________________________________________________________

: ____________________________________________________________

: ____________________________________________________________

## Photo & Media Release

I grant The Impact Studio permission to use my name, biography, and headshot in print and digital materials for as long as I serve on the Board or until I revoke this permission in writing.

☐ I grant permission ☐ I do not grant permission

**Signature:** ________________________________________

**Printed Name:** ________________________________________

**Date:** ________________________________________

PART 15

# REFERENCE MATERIALS

*Document control, glossary, and filing deadlines*

THE IMPACT STUDIO

# DOCUMENT CONTROL & REVISION HISTORY

*Part 15 — Reference Materials*

This binder is a living document. Each policy revision is logged below and approved by Board resolution (see Part 9 — Board Resolutions).

| Document / Policy | Version | Date | Approved By | Summary of Changes |
|---|---|---|---|---|
| Board Governance Binder | 1.0 | | Board of Directors | Initial adoption |
| | | | | |
| | | | | |
| | | | | |

## Ownership

The Board Secretary maintains the master electronic copy of this binder and distributes updated versions to all directors upon Board approval of any revision. Superseded versions are retained per the Document Retention & Destruction Policy (Part 2).

THE IMPACT STUDIO

# GLOSSARY OF GOVERNANCE TERMS

*Part 15 — Reference Materials*

**501(c)(3)** — The Internal Revenue Code section under which the organization is recognized as tax-exempt.

**Business Judgment Rule** — Legal doctrine deferring to good-faith, informed board decisions absent self-dealing.

**Duty of Care / Loyalty / Obedience** — The three fiduciary duties owed by directors (see Part 6).

**Excess Benefit Transaction** — A transaction in which an insider receives more than fair value from the organization, subject to IRS penalties.

**Form 990** — The IRS annual information return filed by tax-exempt organizations.

**Public Benefit Corporation** — A category of California nonprofit corporation organized for public or charitable purposes.

**Quorum** — The minimum number of directors who must be present for the Board to conduct business.

**RRF-1** — Annual registration renewal filed with the California Attorney General's Registry of Charitable Trusts.

**Self-Dealing Transaction** — A transaction between the organization and a director/officer with a material financial interest, regulated under Cal. Corp. Code § 5233.

THE IMPACT STUDIO

# KEY FILING DEADLINES QUICK REFERENCE

*Part 15 — Reference Materials*

A consolidated view of the recurring compliance filings described in Part 2, for quick reference by the Treasurer and Board Secretary.

| Filing | Typical Deadline |
| --- | --- |
| Form 990 (IRS) | 15th day of the 5th month after fiscal year-end |
| Form 199 / 199N (California FTB) | 15th day of the 5th month after fiscal year-end |
| RRF-1 (California AG) | 4.5 months after fiscal year-end |
| SI-100 (California SOS) | Biennially, by end of anniversary month of incorporation |

*Confirm exact deadlines each year, as they shift based on weekends, holidays, and any extensions filed.*

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# BOARD MEMBER

## ONBOARDING & GOVERNANCE DOCUMENT SET

*Building Leaders. Creating Impact.*

**CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

THE IMPACT STUDIO

# TABLE OF CONTENTS



*This document set implements the governance framework established in The Impact Studio Bylaws and is intended to support IRS Form 1023 conflict-of-interest documentation requirements and California Corporations Code governance standards for public benefit corporations.*

THE IMPACT STUDIO

# BOARD MEMBER APPLICATION

*Document 1 of 8 — Best Practice*

Thank you for your interest in serving on the Board of Directors of The Impact Studio. Please complete this application in full. Information provided will be used solely to evaluate candidacy for board service.

## Personal Information

**Full Legal Name:** ____________________________

**Preferred Name:** ____________________________

**Home Address:** ____________________________________________________________

**City / State / Zip:** ____________________________

**Phone:** ____________________________

**Email:** ____________________________

**Occupation:** ____________________________

**Employer:** ____________________________

**Title:** ____________________________

## Professional Background

**Education:** ____________________________________________________________

**Certifications / Licenses:** ____________________________________________________________

**Previous Nonprofit Board Experience:** ____________________________________________________________

**Community Service:** ____________________________________________________________

**Professional Organizations:** ____________________________________________________________

## Skills Inventory — Check All That Apply

☐ Accounting

☐ Finance

☐ Legal

☐ Marketing

☐ Fundraising

☐ Education
☐ Government Relations
☐ Public Relations
☐ Human Resources
☐ Technology
☐ Media
☐ Television
☐ Radio
☐ Production
☐ Entrepreneurship
☐ Social Enterprise
☐ Grant Writing
☐ Event Planning
☐ Community Outreach
☐ Youth Programs
☐ Arts & Culture
☐ Strategic Planning
☐ Real Estate
☐ Construction
☐ Business Development
☐ Restaurant / Hospitality
☐ Other: ___________

## Questions

**Why do you want to serve on the Board?**

: ____________________________________________________________

: ____________________________________________________________

**How do you believe your experience can help the organization?**

: ____________________________________________________________

: ____________________________________________________________

**Have you ever served on another nonprofit board?**

☐ Yes ☐ No

If yes:

**Organization:** ____________________ **Position:** ____________________

**Years:** ______________

**What committees interest you?**

☐ Executive

☐ Finance

☐ Governance

☐ Fundraising

☐ Development

☐ Marketing

☐ Programs

☐ Audit

☐ Strategic Planning

☐ Education

☐ Media

☐ Technology

## Legal Questions

☐ Have you ever been convicted of a felony? Yes ☐ No ☐

☐ Have you ever been prohibited from serving on a nonprofit board? Yes ☐ No ☐

☐ Do you have any potential conflicts of interest? Yes ☐ No ☐

☐ Do you understand your fiduciary duties under California law? Yes ☐ No ☐

☐ Would you agree to annual conflict disclosures? Yes ☐ No ☐

## Commitment

I understand that serving on the Board includes:

- Acting in the best interest of the nonprofit
- Maintaining confidentiality
- Attending regular board meetings
- Participating on committees
- Supporting fundraising efforts

- Reviewing financial statements
- Following all bylaws and policies
- Complying with California nonprofit law

**Signature:** ________________________________________

**Printed Name:** ________________________________________

**Date:** ________________________________________

1 of 8

THE IMPACT STUDIO

# BOARD MEMBER INFORMATION SHEET

*Document 2 of 8 — Best Practice*

This form collects current contact information, committee interests, and optional demographic data to support board diversity reporting. Completion of demographic fields is voluntary.

## Contact Information

**Full Legal Name:** ____________________________

**Preferred Name:** ____________________________

**Home Address:** ____________________________________________________________

**Mailing Address (if different):** ____________________________________________________________

**Cell Phone:** ____________________________

**Home Phone:** ____________________________

**Email (Primary):** ____________________________

**Email (Secondary):** ____________________________

**Employer:** ____________________________

**Title:** ____________________________

## Term & Role Information

**Date Joined Board:** ____________________________

**Term Expiration:** ____________________________

**Officer Position (if any):** ____________________________

**Committee Assignment(s):** ____________________________

## Committee Interests

☐ Executive
☐ Finance
☐ Governance
☐ Fundraising / Development
☐ Marketing & Communications
☐ Programs

☐ Audit

☐ Strategic Planning

☐ Media & Technology

## Optional Demographic Information

The Impact Studio collects the following information on a voluntary basis to support board diversity, equity, and inclusion goals. You may decline to answer any item.

**Gender Identity (optional):** ________________________________________

**Race / Ethnicity (optional):** ________________________________________

**Age Range (optional):** ________________________________________

## Emergency Contact

**Emergency Contact Name:** ____________________________

**Relationship:** ____________________________

**Emergency Contact Phone:** ____________________________

**Emergency Contact Email:** ____________________________

*Information on this form is maintained confidentially by the organization and used only for board administration purposes.*

**Signature:** ________________________________________

**Printed Name:** ________________________________________

**Date:** ________________________________________

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THE IMPACT STUDIO

# BOARD MEMBER POSITION DESCRIPTION

*Document 3 of 8 — Best Practice*

## Purpose

This position description defines the duties, expectations, and fiduciary responsibilities of individuals serving on the Board of Directors of The Impact Studio, a California nonprofit public benefit corporation.

## General Responsibilities

- Determine the organization's mission and purpose, and ensure its programs are consistent with that mission.
- Select, support, and evaluate the Executive Director.
- Ensure effective organizational planning and monitor progress toward strategic goals.
- Ensure adequate resources and provide proper financial oversight.
- Protect assets and provide financial accountability.
- Build and maintain a competent, diverse Board.
- Ensure legal and ethical integrity, and maintain accountability.
- Enhance the organization's public standing and serve as an ambassador in the community.

## Fiduciary Duties Under California Law

As a director of a California nonprofit public benefit corporation, each Board member owes the organization three fiduciary duties:

- Duty of Care — Exercise reasonable care and diligence in decision-making, and act in good faith as an ordinarily prudent person would in a similar position (Cal. Corp. Code § 5231).
- Duty of Loyalty — Act in the best interest of the organization rather than personal or third-party interest, and disclose any actual or potential conflicts of interest (Cal. Corp. Code § 5233).
- Duty of Obedience — Ensure the organization acts in accordance with its mission, governing documents, and applicable federal and state law.

## Time Commitment

- Attend at least 75% of regular Board meetings

- Serve actively on at least one standing committee
- Attend the Annual Meeting and, where feasible, organizational events
- Respond to Board communications and written consents in a timely manner

## Term of Service

Directors serve a three-year term, renewable, in accordance with the organization's Bylaws and subject to the staggered-term or term-limit provisions therein.

## Qualifications

- Commitment to the mission of The Impact Studio
- Willingness to leverage professional expertise, networks, and resources on behalf of the organization
- Ability to work collaboratively with fellow directors and staff
- No disqualifying legal history under Cal. Corp. Code § 5227 or applicable law

*This position description is provided for informational purposes and does not constitute legal advice. Directors should consult the organization's Bylaws for governing provisions.*

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THE IMPACT STUDIO

# BOARD COMMITMENT AGREEMENT

*Document 4 of 8 — Best Practice*

As a member of the Board of Directors of The Impact Studio, I agree to uphold the following commitments during my term of service:

## Attendance & Participation

- Attend at least 75% of regular Board meetings
- Participate actively on at least one standing committee
- Come prepared, having reviewed materials distributed in advance

## Financial Support

- Make a personally meaningful annual financial contribution to the organization
- Assist with fundraising efforts, including identifying prospects and supporting events

## Advocacy

- Promote the organization's mission within my personal and professional networks
- Serve as a positive ambassador for The Impact Studio in the community

## Governance & Conduct

- Avoid actual or apparent conflicts of interest, and disclose any that arise
- Maintain confidentiality of sensitive Board discussions and materials
- Support decisions made by the Board as a whole, even when my individual view differed during deliberation
- Complete an annual conflict-of-interest disclosure
- Comply with all organizational bylaws, policies, and applicable California nonprofit law

## Term

I understand that I am agreeing to serve a three-year term, renewable, subject to the organization's Bylaws, and that I may resign upon written notice to the Board Chair.

**By signing below, I acknowledge that I have read, understand, and agree to fulfill the commitments described in this Agreement.**

**Signature:** ______________________________________

**Printed Name:** ______________________________________

**Date:** ______________________________________

THE IMPACT STUDIO

# CONFLICT OF INTEREST DISCLOSURE

*Document 5 of 8 — IRS Required for 501(c)(3)*

This disclosure is required annually, and whenever a new actual or potential conflict arises, in accordance with the organization's Conflict of Interest Policy and IRS Form 1023 governance expectations.

## Acknowledgment

As a member of the Board of Directors of The Impact Studio, I understand the importance of avoiding any actual or potential conflict of interest and the appearance of impropriety.

I agree to disclose any relationship, transaction, or financial interest that could reasonably be considered a conflict of interest, as defined in the organization's Conflict of Interest Policy and under Cal. Corp. Code §§ 5227, 5233.

I agree to update this disclosure annually, or promptly whenever a change occurs.

## Disclosure

☐ I have no actual or potential conflicts of interest to disclose.

☐ I have the following actual or potential conflict(s) of interest to disclose:

: ______________________________________________

: ______________________________________________

: ______________________________________________

## Categories to Consider

- Financial interest in any entity that does business with, or competes with, the organization
- Compensation or benefit received from the organization or a related party
- Family or close personal relationships with staff, vendors, or other directors
- Outside board or employment positions that could present a duty of loyalty conflict
- Gifts, favors, or benefits from parties seeking to do business with the organization

## Certification

I certify that the information provided above is true and complete to the best of my knowledge. I understand that failure to disclose a conflict of interest may result in review by the Board under the organization's Conflict of Interest Policy.

**Signature:** ______________________________________

**Printed Name:** ______________________________________

**Date:** ______________________________________

*Retain in the organization's permanent governance records. Required for IRS Form 1023/1023-EZ compliance and annual Form 990 reporting.*

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THE IMPACT STUDIO

# CODE OF ETHICS

*Document 6 of 8 — Best Practice*

The Impact Studio is committed to the highest standards of ethical conduct in fulfilling its mission: a world that works for everyone. All directors, officers, and staff are expected to uphold the following standards.

## Integrity

- Act honestly and in good faith in all organizational matters
- Represent the organization's mission, programs, and finances accurately to the public, donors, and regulators
- Avoid any activity that could compromise the organization's integrity or reputation

## Stewardship

- Exercise prudent judgment in the use of the organization's financial and human resources
- Ensure funds are used consistent with donor intent and the organization's stated mission
- Support sound financial controls and transparent reporting

## Conflicts of Interest

- Disclose any actual, potential, or perceived conflict of interest promptly
- Recuse from discussion and voting on matters in which a conflict exists
- Never use a Board position for personal financial gain

## Confidentiality

- Protect sensitive information regarding personnel, donors, program participants, and strategic deliberations
- Refrain from disclosing confidential Board discussions outside of Board proceedings

## Respect & Inclusion

- Treat fellow directors, staff, volunteers, and program participants with respect and dignity
- Support a culture of inclusion consistent with the organization's mission and values
- Refrain from harassment or discriminatory conduct of any kind

## Compliance

- Comply with all applicable federal and California nonprofit laws and regulations
- Follow the organization's Bylaws, policies, and this Code of Ethics
- Report suspected violations of law or policy through appropriate channels

**By signing below, I acknowledge that I have read and agree to abide by this Code of Ethics.**

**Signature:** ______________________________________

**Printed Name:** ______________________________________

**Date:** ______________________________________

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THE IMPACT STUDIO

# BOARD CONSENT TO SERVE

*Document 7 of 8 — Often Used*

This document constitutes formal acceptance of appointment to the Board of Directors of The Impact Studio, a California nonprofit public benefit corporation, and should be retained in the organization's permanent governance records.

## Appointment

**Name of Director:** ____________________________

**Effective Date of Appointment:** ____________________________

**Term Length:** ____________________________

**Term Expiration Date:** ____________________________

**Appointed By (Board Resolution / Vote Date):** ________________________________________

## Consent

I, the undersigned, hereby consent to serve as a Director of The Impact Studio. I acknowledge that I have received, read, and understand the following governing documents:

☐ Articles of Incorporation and Bylaws

☐ Board Member Position Description

☐ Board Commitment Agreement

☐ Conflict of Interest Policy and Disclosure requirements

☐ Code of Ethics

I understand that my service as a Director carries fiduciary duties of care, loyalty, and obedience under California law, and I accept these responsibilities.

**Signature:** ________________________________________

**Printed Name:** ________________________________________

**Date:** ________________________________________

## Board Secretary Acknowledgment (Internal Use)

**Received By:** ____________________________

**Date Filed:** ____________________________

THE IMPACT STUDIO

# BOARD BIOGRAPHY FORM

*Document 8 of 8 — Best Practice*

This information will be used for grant applications, the organization's website, and marketing materials. Please write in third person, as it will appear publicly.

## Basic Information

**Full Name (as it should appear publicly):** ____________________________

**Preferred Pronouns (optional):** ____________________________

**Current Title / Employer:** ____________________________

**Board Role (if any: Chair, Treasurer, etc.):** ____________________________

## Professional Biography

Please provide a short professional biography (100–150 words), written in third person, highlighting relevant experience, achievements, and connection to the organization's mission.

: ____________________________________________________________

: ____________________________________________________________

: ____________________________________________________________

: ____________________________________________________________

## Highlights

**Notable Achievements / Recognition:** ________________________________________________________

**Relevant Community Involvement:** ________________________________________________________

**Connection to The Impact Studio's Mission:** ________________________________________________________

## Photo & Media Release

I grant The Impact Studio permission to use my name, biography, and headshot photograph in print and digital materials, including the website, grant applications, and social media, for as long as I serve on the Board or until I revoke this permission in writing.

☐ I grant permission ☐ I do not grant permission

**Signature:** ______________________________________

**Printed Name:** ______________________________________

**Date:** ______________________________________

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