

**GREATER NAPLES AAUW CHARITABLE FOUNDATION, INC.**

**POLICIES, PROCEDURES, AND CODE OF ETHICS**

**I. VALUES AND CODE OF ETHICS**

**A. Personal and Professional Integrity**

All Board members and volunteers shall act with honesty, integrity, and openness in all their dealings as representatives of the Foundation.

**B. Mission**

The Greater Naples AAUW Charitable Foundation, Inc. (the “**Foundation**”) shall at all times have a clearly stated mission and purpose, approved by its Board of Directors, in pursuit of the public good. All the programs of the Foundation shall support that mission. All who work for or on behalf of the Foundation must understand and be loyal to that mission and purpose. The mission must be responsive to the constituency and communities served by the organization and of value to society.

**C. Governance**

The Foundation shall have an active Board of Directors that is responsible for setting the mission and strategic direction of the Foundation, and for oversight of the finances, operations, and policies of the organization.

**D. Compliance**

The Foundation shall be knowledgeable about and shall comply with all applicable laws and regulations, as well as AAUW national fundraising and scholarship policies (AAUW Policies 501, 502, and 600).

**E. Responsible Stewardship**

The Foundation shall manage its funds and activities responsibly and prudently.

**F. Openness and Disclosure**

1. The Foundation shall provide accurate information to the AAUW Greater Naples Branch (the “**Branch**”), other stakeholders, and governmental entities as required. All financial, organizational, and program reports will be complete and accurate in all material respects.
2. The Foundation shall provide regular reports about its activities and financial affairs to the Branch.

## G. Conflicts of Interest

1. Disclosure. Each Director and officer of the Foundation shall inform the Board of any existing or potential relationship, position, investment or financial interest (each of the foregoing an “**Interest**”) of any kind which may result in a possible conflict of interest or bias for or against any grant or scholarship applicant, or which might result in a conflict of interest with the Foundation, the Branch, or any of their activities.
2. Self-Interest. Directors and officers of the Foundation shall not engage in any transaction with the Foundation which may be characterized as, or have the appearance of being “self-interest”.
3. Abstention. Directors of the Foundation shall abstain from voting on any action in which they have a direct or indirect “**Interest**” or which may be characterized as, or have the appearance of being, “self-interest”.

H. Gift Acceptance by Directors and Officers. Directors and officers may not accept gifts, gratuities, commissions, fees, loans or any other items having more than a nominal monetary value from individuals, businesses, grant beneficiaries, grant or scholarship seekers or any other person or entity with whom the Foundation does business or has any type of formal or informal relationship.

I. Compensation. No compensation of any kind shall be paid to any Director or officer of the Foundation.

## J. Confidentiality

1. Requirement to Maintain Confidentiality. Requirement to Maintain Confidentiality. All Board members shall maintain as confidential all discussions and deliberations (as distinguished from actions and decisions) of the Board or Executive Committee. All Board members and committee chairs and members shall keep confidential all information relating to the Foundation and its activities which is designated as confidential in the bylaws or these Policies, Procedures and Code of Ethics (collectively the “**Policies**”) or otherwise by the Board or the president, whether oral or written and regardless of format or method of communication or transmission, except as specifically authorized by the Board of Directors or these Policies, Procedures and Code of Ethics (collectively the “**Policies**”). Nothing in this provision is intended to or shall be deemed to restrict Section I.F.2 of these Policies.
2. Annual Confidentiality Statement. All Board members, officers and committee chairs shall annually certify their compliance with these provisions by signing and delivering to the Foundation a form substantially similar to the following:

"I, \_\_\_\_\_, have read the provisions regarding confidentiality set forth in the Foundation's Policies and agree to comply with those provisions. I state that, to the best of my knowledge, I am not involved in any activity and have no outside interests which conflict or suggest a potential conflict with the best interests of the Foundation, except as reported below. During my term of office as a Board member, officer or committee chair, I agree to report promptly any situation which might involve or appear to involve me in any conflict of interest with the Foundation.

Provide specific information about any conflicting activity or interest here:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_.

If none, initial here: \_\_\_\_\_

Signature \_\_\_\_\_

Print Name:

Date"

- K. Meetings in Executive Session. Any Board or Executive Committee meetings may be held in executive (closed) session for purposes of discussing any confidential matter having legal implications or a "personnel" matter, such as alleged misconduct by a Board or Committee member. Board discussions held in executive closed session shall be kept confidential and shall not be disclosed to any person except as may be required by law or legal process or if the Board votes by a two-thirds majority to authorize disclosure.

## II. FUNDRAISING, COMMUNICATIONS WITH AND RELATIONSHIPS WITH DONORS AND PROSPECTIVE DONORS

(a) Donor Solicitation Materials. The donor solicitation materials prepared or distributed by the Foundation, in whatever form, shall accurately and truthfully represent the Foundation's policies and practices and comply with all applicable laws, regulations and policies, including, without limitation, the Florida Charitable Solicitations Act.

(b) Donor Privacy and Donor Intent. The Foundation shall respect the privacy concerns of individual donors and expend funds consistent with donor intent. The Foundation shall comply with all agreements entered into with donors about donations. The Foundation shall disclose important and relevant information to donors and potential donors and shall comply with all mandatory AAUW fundraising policies and requirements. All donations shall be acknowledged in accordance with all applicable state and federal laws. Each donor shall receive a thank you note, email or letter from a member of the Foundation's Board of Directors.

(c) Gift Acceptance. Any person or organization may make contributions to the Foundation. The Foundation reserves the right to review and approve all contributions, in accordance with its By-Laws and these Policies, now in effect or as amended from time to time. Specific donor designations for gifts shall be honored; provided, however, that if a donor designation is not consistent with the Foundation's purposes or would disqualify the Foundation from exemption from federal income tax as a qualified organization described in Section 501(c)(3) of the Internal Revenue Code, the donor must agree to an alternative appropriate use, or the Foundation shall refuse the gift. Undesignated donations made to the Foundation will be used as determined by the Board from time to time. All donations must be in the form of cash or readily marketable securities and are irrevocable.

### **III. REPRESENTATION TO THE PUBLIC AND MEDIA**

Except as otherwise provided in these policies, the Foundation President or her delegate (who must be a member of the Foundation Board) are the only persons who may represent the Foundation publicly or communicate with members of the public or any media, in any manner, on behalf of the organization. No Board member or other person may create or disseminate any communication or material in any format on behalf of the Foundation without the prior consent of the Foundation President or her delegate.

### **IV. WHISTLEBLOWER PROTECTION**

A. The Foundation is committed to facilitating open and honest communications relevant to its governance, finances, and compliance with all applicable laws and regulations. The Foundation requires all persons affiliated with it, including directors, officers and volunteers, to observe high standards of business and personal ethics in carrying out their duties and responsibilities. All such persons must practice honesty and integrity and comply with all applicable laws and regulations.

B. This whistleblower policy reflects the practices and principles of behavior that support this commitment. It is important that the Foundation be made aware of any unlawful or improper behavior including but not limited to any of the following conduct: theft; financial reporting which is fraudulent, intentionally misleading, or negligent in any manner; improper or undocumented financial transactions; forgery or alteration of documents; unauthorized alteration of documents; unauthorized alteration or manipulation of computer files; improper destruction of records; improper use of Foundation assets, including, but not limited to its funds, supplies, intellectual property, and other assets; authorizing or receiving compensation for goods not received or services not performed; violations of the conflict-of-interest provisions of the By-Laws; any other improper occurrence regarding cash, financial procedures, or reporting; and any abuse of or discrimination against a person on account of his or her race, color, religion, national origin, sexual orientation, handicap, disability, or any other protected status.

C. The Foundation shall solicit the assistance of any person who has a reasonable belief or suspicion about any improper transaction. The Foundation values this input, and everyone should feel free to raise issues of concern, in good faith, without fear of retaliation. Such concerns may be expressed to any member of the Foundation Board of Directors for investigation.

## V. DOCUMENT RETENTION

The Foundation shall retain records in accordance with the following requirements:

Record	Hard Copy	Electronic Backup Copy	Length of Retention	Notes
<b>Governance/Administration</b>				
Articles of Incorporation	✓	✓	Permanent	
By-Laws and Amendments	✓	✓	Permanent	
AAUW Affiliate Agreements	✓		Permanent	
Policies	✓		Post on website. Current version - until replaced. Prior versions - 7 years	
<b>IRS Records; Other Tax Records</b>				
IRS Determination Letter and Application for Exemption	✓	✓	Permanent	
IRS 990 Filings	✓	✓	7 years after date of filing	
Tax Returns (if any)	✓		7 years after date of filing	
Other Governmental Filings, federal, state or local	✓		7 years after date of filing	Includes FL Dept. of Agriculture and Consumer Affairs; and Division of Consumer Services under Florida Solicitation of Contributions Act
<b>Financial Records</b>				

Treasurer's Year-End Reports	✓	✓		
Surveys and Results	✓		As long as applicable	To be retained by Committee conducting survey
Website and Publications				
Text of Foundation and Scholarship Committee website pages	✓	✓	7 years	
All other publications, including newsletter submissions, website and social media postings	✓	✓	7 years	

## VI. COMMITTEES

### A. Foundation Committees - Establishment and Governance

The composition and functions of the Executive Committee shall be as established and defined in the By-Laws. The Board of Directors shall appoint the following additional standing committees, each of which shall include a minimum of two members of the Board:

1. Financial Oversight
2. Governance
3. Investment
4. Scholarships

The Board may from time to time create and terminate other standing committees, as required, each of which shall include a minimum of two members of the Board.

The President of the Foundation shall serve as an *ex officio* member of each committee except the Financial Oversight Committee. The chairpersons of each committee shall prepare written reports to submit to the Board at its regular meetings and at the annual meeting.

### B. Foundation Committees - Descriptions of Responsibilities

1. Financial Oversight. The Financial Oversight Committee shall review the Foundation's financial compliance and financial management annually and shall report the results to the Board of Directors. The Treasurer of the Board shall be an advisor to this Committee, and the members shall be appointed by the Board of Directors. The Financial Oversight Committee may perform other duties as assigned by the Board of Directors.

2. Governance. The Governance Committee shall oversee the bylaws and policies of the Foundation; receive, review, and report to the Board of Directors all bylaw amendment proposals and resolutions; review and make recommendations concerning governance structure, trends, and best practices; work to ensure that the Foundation complies with all applicable laws, regulations and policies; and perform other duties as assigned by the Board of Directors.

3. Investment. (a) The Investment Committee shall establish investment objectives, guidelines and policies and has oversight, along with the Board of Directors, over the investment policies, investment portfolio, and investment activity of its portfolio managers. The Investment Committee will monitor overall investment results; review compliance with investment objectives, guidelines and policies; recommend to the Board of Directors the employment of investment advisers; establish guidelines for gifts, bequests, and devises to the Foundation; manage long-term funds; and report the investment results to the Board of Directors at least quarterly and more frequently if requested by the Board.

(b) The members of the Investment Committee need not be members of AAUW or the Branch, but shall have knowledge of investments, overall financial knowledge and experience, and knowledge about Foundation programs and policies; provided, however, that at least two members of the Board shall serve on this Committee.

4. Scholarships. (a) The Scholarship Committee shall comply in all pertinent respects with AAUW Policy 502, Scholarship Programs of AAUW Affiliates, and any successor policy, and with the standards and criteria for scholarship awards adopted by the Foundation Board of Directors.

(b) The Scholarship Committee promotes the availability of scholarship awards, evaluates applicants for available scholarship awards under the criteria adopted by the Foundation Board of Directors, and recommends scholarship recipients to the Foundation Board of Directors.

(c) The Scholarship Committee does not have authority to expend Foundation funds or to commit to any scholarship award and shall not do so.

(d) Participation in the Scholarship Committee is open to all members of the Branch who agree to comply with Foundation policies and rules. A member of the Foundation Board of Directors shall chair the Scholarship Committee.

(e) The Scholarship Committee shall adopt and follow procedures to ensure that adequate classes and numbers of potential applicants for each available scholarship are notified of the availability and criteria for award of each available scholarship, including via news releases, flyers and contacts with high school and college counselors.

(f) The Scholarship Committee shall adopt and follow procedures for winnowing applicants for interviews, for conducting interviews of applicants, including permissible questions and topics of interviews, and for notifying successful and unsuccessful applicants .

(g) For scholarships for which financial need is a criterion, the Scholarship Committee shall specify acceptable evidence of such need in its procedures.

(h) All procedures and processes of the Scholarship Committee shall be submitted to the Foundation Board of Directors for approval.

(i) All information submitted by scholarship applicants shall be maintained in confidence, except that awardees shall be asked to consent to disclosure of their names, the fact of their receipt of an award, their school and course of study, their essays and their photographs. All applicants shall be informed by the Committee Chair that the Foundation will, absent objection, publicize such information in the newsletter of the Branch, on the Branch's website and Facebook page, on the Foundation's FaceBook page, via a press release and, if applicable, to founding donors. The essays written by scholarship awardees may also be disclosed to past and potential donors. The Scholarship Committee Chair shall ask each interviewed candidate to sign a notice and consent form approved by the Foundation Board.

(j) Members of the Board of Directors, members of the Scholarship Committee, major donors and their respective families are not eligible for scholarship awards.

(k) If a friend or the first- or second-degree relative of a member of the Scholarship Committee or of the Branch or Foundation Board of Directors applies for a scholarship award, the Scholarship Committee member or Board member must disclose the relationship and recuse herself from all decisions relative to the selection of scholarship recipients.

(l) Payment and Use of Scholarship Funds. Scholarship awards shall be paid by the Foundation directly to the educational institution the scholarship recipient will attend/is attending upon receipt of an invoice from that institution. Scholarship funds may be used only to pay for qualified tuition and related expenses within the meaning of IRC Section 117(b)(2). Scholarship funds may not be used as payment for teaching, research, or other services by the scholarship recipient. The Scholarship Committee Chair shall inform the scholarship applicants it interviews of the conditions on use and payment of scholarship awards, and shall convey to the Foundation Treasurer the information necessary for her to comply with this policy.

(m) Records to be Retained. The Scholarship Committee Chair shall deliver to the Foundation Secretary copies of all of the following:

1. All relevant information submitted by the scholarship recipients.
2. Information concerning the identity of each recipient, including her contact information and including any relationship between the scholarship recipient and any member of the Scholarship Committee or Foundation Board of Directors.
3. The amount and purpose of each scholarship.
4. Invoices from the post-secondary institution in which each recipient is enrolled, which shall also be submitted to the Foundation Treasurer.
5. Any reports concerning the recipients' performance and use of scholarship funds.

(n) Unless otherwise directed by the Foundation Board of Directors, the Scholarship Committee shall plan and present an event at which the scholarships will be awarded and shall invite and encourage each scholarship recipients to attend.

- C. Branch Committees. At least one member of the Foundation Board shall serve on each of the following Branch Committees: Development, Scholarships, STEM/STEAM Conference, and StartSmart/WorkSmart.

## VII. GENERAL PROVISIONS

- A. Exceptions. Exceptions to these Policies shall be the sole prerogative of the Board of Directors, acting officially, and made a matter of written record.
- B. Amendments. These Policies may be amended only by a vote of the Board of Directors, acting officially, and made a matter of written record.
- C. Effect. Upon adoption by the Board of Directors, these Policies shall be effective immediately and shall supersede and replace all prior policies and procedures of the Foundation, or of any Foundation committee, which are inconsistent with these Policies.
- D. Inconsistencies with By-Laws. These Policies are intended to supplement the Foundation's By-Laws. In the event of inconsistencies between the two, the By-Laws shall control.