



MEETING MINUTES

ARK OF REFUGE, INC *A California Not-for-Profit Corporation*

C4530257, 83-4721056

TYPE: TELPHONIC CONFERENCE / VIDEO CONFERENCE / IN – PERSON / **EMAIL**

Any New Resolutions BY VOTE : **Y / N**

February 08, 2023

AGENDA

10:00 AM

1. *Check – Ins / Introductions* *All Members*
2. *Review and Adoption of Bylaws*..... *Leslie West*
3. *2023 Proof of Authority Form*.....*Leslie West*
4. *Separation of Duties Review and Adoption*.....*Leslie West*
5. *2023 Programmatic Manager Promotions (Text)*.....*Leslie West*
6. *Employee Manual Review and Adoption*.....*Leslie West*
7. *Financial Policies Review and Adoption*.....*Leslie West*



ADOPTION OF MEETING MINUTES

We, the undersigned, are all of the directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing minutes and associated documents as part of the administrative documents that operate this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 08nd day of February 2023.

DocuSigned by:

345DF443DA76480...

Paul Robertson, President

Address: 9 Mabrey CT
City: SF
State : Ca Zip Code: 94124

DocuSigned by:

15EDEF4786CD4F1...

Charles Adams, Vice President

Address: 501 hudson ave #203
City: sanfrancisco
State : Ca Zip Code: 94124

DocuSigned by:

31EFGFBAD38C4D5...

Vanessa Oliver, Treasurer & Acting Secretary

Address: 2540 Morgan Ct
City: Rocklin
State : Ca Zip Code: 95677

DocuSigned by:

0EFCE4E5EED74A5...

Doris Davis, Voting Board Member

Address: 2203 Sea Shell Drive
City: Richmond
State : CA Zip Code: 94804

DocuSigned by:

C16DF6E0E2474A2

Leslie West, Voting Board Member, Owner & Chief Financial Officer

Address: 2054 Seattle Shore St
City: Las Vegas
State : NV Zip Code: 89115

DocuSigned by:

A50EBA007A024AD...

Edward Levingston, Voting Board Member, and Chief Executive Office

Address: 2227 Bonarst.#A
City: Berkeley
State :CA Zip Code: 94702

BYLAWS

ARK OF REFUGE, INC *A California Not-for-Profit Corporation*

C4530257, 83-4721056

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is Ark of Refuge, Inc.

ARTICLE II. CORPORATE PURPOSE

Section 1. Not For Profit Purpose

This corporation is a not-for-profit Corporation and is organized under the Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

Section 2. Specific Purpose

The ARK intends to eventually become a 501 c3 certified sustenance resource for unserved and underserved populations persons within the Greater Bay Area. Our organization provides Food Distribution, Poverty Diversion Services, Crisis Response and scholarships.

The specific objectives and purpose of this organization shall be to:

- Provide Community Support Services classified under NAICS code(s):
 - 624230** Emergency And Other Relief Services
 - 624210** Community Food Services
 - 624221** Temporary Shelters
 - 711320** Promoters Of Performing Arts, Sports, And Similar Events Without Facilities
 - 813319** Other Social Advocacy Organizations
 - 813410** Civic And Social Organizations
- Provide a mutual interest corporation which awards grants and scholarships for housing , and philanthropic ventures classified under NAICS code 813211;
- Provide this program to persons within the United States and outer lying territories, with no boundaries to age, disability, veteran status, gender, race, or sexual orientation
- Provide Housing and Job Referrals through other organizations that qualify as exempt under section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

The Ark of Refuge is a professional association of senior-level executives. Membership is by invitation only. Candidates for membership must be sponsored and nominated by a current member in good standing, meeting all of the following eligibility requirements:

- Possess 2 years of philanthropic work experience.
- Possess 1 year of volunteer experience with the Ark of Refuge (8765 Hours)
- Are actively engaged in business or actively seeking opportunities.
- Have agreed to the requirements for membership outlined in the Ark of Refuge Bylaws.
- Have provided current profile information (i.e. name, contact information, photo, and summary of business experience) required for identification and communication

The sponsor can submit a nomination for membership to the board of directors, once per year during the month of November. The application Deadline is November 31st if accepted; nominees will receive a letter of acceptance from The Ark of Refuge with additional information. Remittance of application fees (\$1250) and annual dues (\$1000) are expected upon acceptance in the form of Money Order, ACH or Debit Card. A standard application, herein attached as Appendix A, details work experience, physical statistics, marital status, social media accounts and other personal information. Additionally, requirements include;

- A personalized letter of interest
- An essay not to exceed 1700 words on their familial atmosphere
- A \$1250.00 Money Order to be made out to Ark of Refuge, Inc.
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Section 2. Annual Dues

The amount required for annual dues shall be \$90.00 USD each month, unless changed by a majority vote of the board of directors at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 3. Rights of Members

Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

Section 5. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held quarterly, at a time and place designated by the Board of Directors.

Section 2. Annual Meetings

An annual meeting of the members shall take place in the month of November. The specific date, time and location of which will be designated by the Chief Executive Officer. At the annual meeting the members shall elect members, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 3. Special Meetings

Special meetings may be called by the Board of Directors, or a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

Section 4 Notice of Meetings

Printed notice of each meeting shall be given to each voting member, by mail, not less than two weeks prior to the meeting or electronic mail.

Section 5. Quorum

Percentage Required. Fifty percent of the Members voting in that election or present shall constitute a quorum for the transaction of business of the Members.

Loss of Quorum. The Members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. If the vote is tied, the issue becomes stale and void until readjournment.

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ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: The President, the first Vice-President, Executive Director, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Advisory Council must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall membership for up to a three-year term as submitted by the nominations committee unless impeached by a majority vote of the Board.

Newly elected members of the Board of Directors who have not served before shall serve an initial probationary one-year term. At the conclusion of the initial one-year term, members of the Board of Directors may elect that officer for permanent seating.

Each member of the Board of Directors shall attend at least nine (4) monthly meetings of the Board per year.

Each member of the Board of Directors shall contribute at least one hundred cash dollars (\$200) to the organization monthly, all or part of which may come from the tax deductible value paid for or solicited by the Board member, and received by the Corporation. No contribution credit shall be given for in-kind donations.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at a time and day in the month of October of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location operated by The Ark of Refuge, as the place for holding any special meeting of the Board called by them.

Five DocuSign envelopes are shown in a row, each containing a handwritten signature or set of initials. From left to right, the signatures are: a cursive signature, a signature that appears to be 'PR', a signature that appears to be 'VA', and a signature that appears to be 'EL'. Each envelope has a small 'DS' logo in the top left corner.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (15) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date with notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws. Quorum may be held via email, video conference, telephonic conference or in-person.

Section 7. Forfeiture

Any member, other than the Chief Executive Officer, of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can

reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 12. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the Founders by reference to The ARK of Refuge Rules of Order.

Section 14. Removal.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

ARTICLE VI. OFFICERS

The officers of this Board shall be the Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, President, Vice-President, Deputy Director, Treasurer and Secretary. All officers must have the status of active members of the Board. Officers are allowed to operate out of activity and hold more than one seat.

Section 1. Chief Executive Officer

The Chief Executive Officer duties shall be:

- a. He/She shall submit for the Finance and Fund Development Committee approval of all expenditures of funds raised by the Advisory Board, proposed capital expenditures (equipment and furniture) , by the staff of the agency.
- b. He/She shall present a complete and accurate report of the finances raised by this Advisory Board and also the Scholarship/Grant at each meeting of the members, or at any other time upon request to the Advisory Board.
- c. He/She shall have the right of inspection of the funds resting with the entire program including budgets and subsequent audit reports.
- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- e. He/She shall perform such other duties as may be prescribed by the Advisory Board or the President under whose supervision he/she shall be.

Section 2. Chief Financial Officer

The Chief Financial Officer's duties shall be:

- a. He/She shall submit for the Finance and Fund Development Committee approval of all expenditures of funds raised by the Advisory Board, proposed capital expenditures (equipment and furniture) , by the staff of the agency.
- b. He/She shall present a complete and accurate report of the finances raised by this Advisory Board and also the Scholarship/Grant at each meeting of the members, or at any other time upon request to the Advisory Board.
- c. He/She shall have the right of inspection of the funds resting with the entire program including budgets and subsequent audit reports.

Section 3. Chief Operations Officer

The Chief Operations Officer duties shall be:

- a. He/She shall design and implement business strategies, plans and procedures

- b. He/She shall oversee operations, HR, and accounting, and partner with CEO in sales management so that sufficient investment capital can be budgeted for near-term growth targets
- c. He/She monitor performance with tracking software and take corrective measures when necessary, and prepare detailed updates and forecasts
- d. He/She shall Translate strategy into actionable steps for growth, implementing organization-wide goal setting, performance management, and annual operations planning

Section 4. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Committee.
- b. He/She shall have general and active management of the business of this Advisory Board.
- c. He/She shall see that all orders and resolutions of the Advisory Board are brought to the Advisory Board.
- d. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- e. He/She shall submit a report of the operations of the program for the fiscal year to the Advisory Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- f. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 5. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

- a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Advisory Board.

Section 6. Deputy Director

The Deputy Director shall be vested with all the powers and shall perform all the duties of a traditional Chief Operations Officer of any corporation. The Executive Director's duties are:

- a. To maintain the daily operations of the corporation such as:
 - o Event Planning
 - o Event Staffing
 - o Distribution Timelines.
 - o Compliance with regulations both state and Federal.
 - o Location Scouting
 - o Transportation Arrangements ;
 - o and the assignment of duties thereof.

Section 7. Treasurer

The Treasures duties shall be:

- a. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- b. He/She shall perform such other duties as may be prescribed by the Advisory Board or the President under whose supervision he/she shall be.
- c. He/She shall submit all financial reports and audits of program expenditures to the Chief Financial Officer for approval on a monthly basis by the last day of the month.

Section 8. Secretary

The Secretary shall attend all meetings of the Advisory Board and of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Advisory Board, including the annual meeting of the organization.
- b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Advisory Board and shall take reservations for the meetings.
- c. He/She shall perform all official correspondence from the Advisory Board as may be prescribed by the Advisory Board or the President.

Section 9. Election of Officers

The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Advisory Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the Advisory Board. Those officers elected shall serve a term of one (1) year, immediately upon acceptance. Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for two (2) terms only.

Section 10. Removal of Officer

No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion. At that time a majority vote will be held.

Section 11. Vacancies

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of

the Advisory Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

Section 12. Grant Subawards,

The CFO and Deputy director have written authority by the governing body to authorize the Ark of Refuge into a legally binding loan or Grant Subaward without voting approval from the board. The organizations trusts the discernment of both positions and shall also designate these officers for the signing of amendments and/or modifications.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

Section 2. Executive Committee

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which includes three other board members including a board approved certified public accountant. The financial officer is the sole person responsible for maintaining bank records and receipts to be delivered to the CPA or agency for reconciliation. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE VIII. – CONFLICT OF INTEREST AND COMPENSATION

Section 1: Purpose

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

Section 2: Definitions

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

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

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

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

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

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or

arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

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

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

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

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

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

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

Section 8. Use of Outside Experts

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

ARTICLE IX. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of section 501 (c)(3) of the Internal Revenue Service the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation prior to the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XI. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed to the initial directors to include, Asiya Nasir Muhammad , for one or more exempt purposes within the meaning of 501 (c)(3) of the Internal Revenue Code , or the corresponding section of any future tax code. In the event of denial of assets on behalf of directors, assets shall be distributed to Asiya Nasir Muhammad at the age of 28 and managed in trust and estate of the courts until such time. In the event of denial of assets by Asiya Nasir Muhammad the assets shall remain survived to the corporation and transferred to Delta Sigma Theta Sorority Inc., Central Region for one or more exempt purposes within the meaning of 501 (c)(3) of the Internal Revenue Code , or the corresponding section of any future tax code.

ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meetings of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each director at least fifteen (15) days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to the articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

Section 3. Corporate Handbooks and Manuals


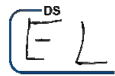
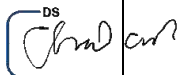

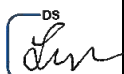

The Board of Directors has written and approved through this document, all manuals of whose creation date is today, January 17th, 2018. These periodicals are meant for the year 2019 distribution and shall not be released for consumption until January 1st, 2019. The board may amend these periodicals by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary

of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ARTICLE XIII. SEPERATION OF DUTIES

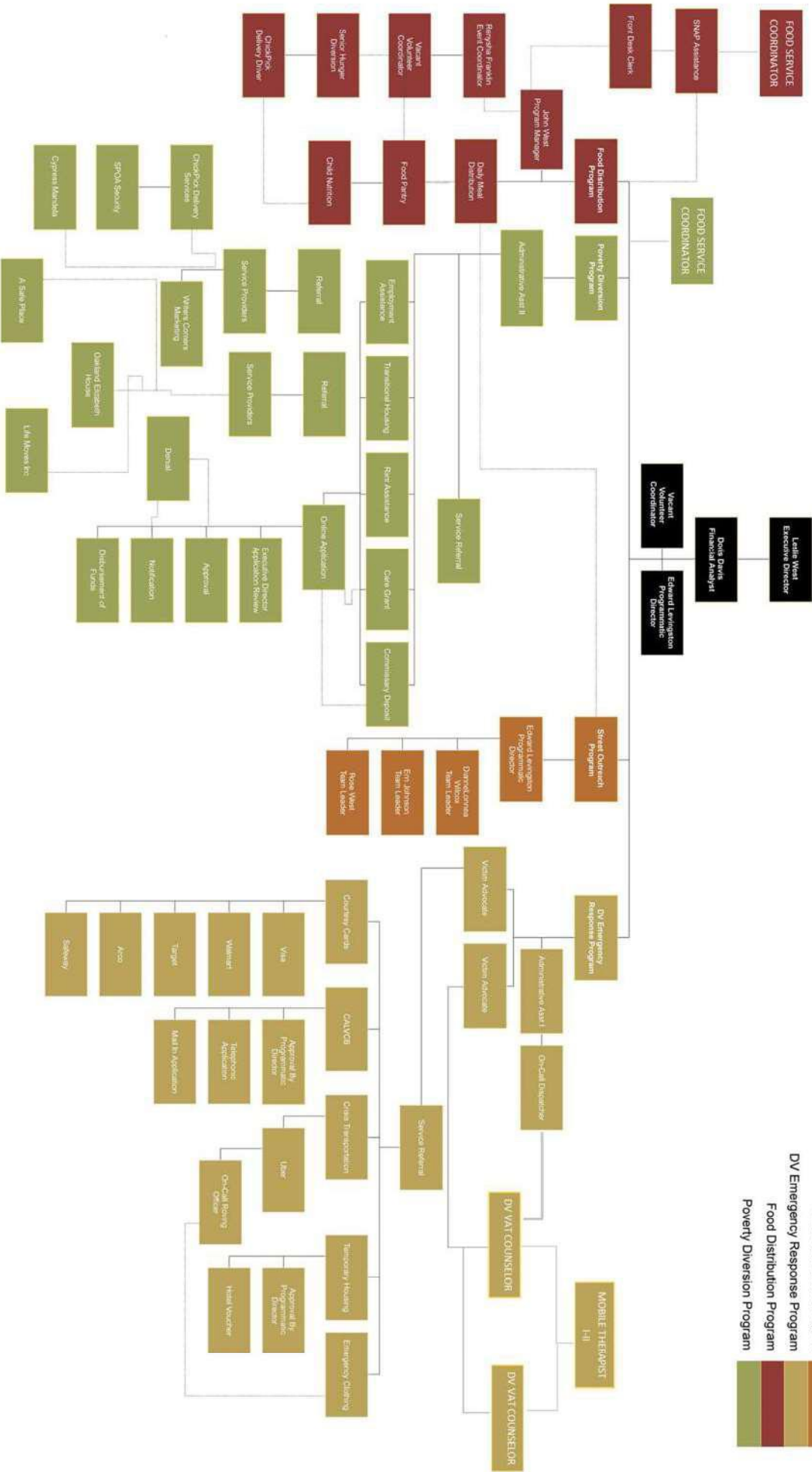
Section 1. Articles of Incorporation

A key element in a system of internal control is separation of duties. Adequate separation of duties helps reduce the risk of theft or mismanagement of Grant Subaward funds. Members of the same family or household (e.g., spouse, partner, parent, sibling, child, etc.) are considered one person for the purposes of separation of duties. Adequate internal control provides that no one person may perform more than one of accounting duty. As of date , the following persons are assigned to the following controls.

	DUTY ASSIGNED	PERSON ASSIGNED	TITLE	INI.
1	Receiving and depositing cash receipts,	Vanessa Oliver	Treasurer & Acting Secretary	
2	Authorizing cash disbursements,	Edward Levingston	Executive Officer	
3	Preparing checks, auditing schedules, and hours worked.	Part -Time Employee	24/7 On-Call Dispatcher	N/A
4	Attaching electronic signatures or operating a check signing machine*,	Charles Adams	Vice President	
5	Comparing machine-signed checks with authorizations and supporting documents (or signing checks manually after personally comparing them with authorizations and supporting documents) *,	Paul Robertson	President	
6	Preparing or initiating invoices	Leslie West	Financial Officer	
7	Reconciling bank statements and posting to the general ledger*.	A Certified Public Accountant, Assistant or Agency		

The Ark of Refuge, Inc Organizational Hierarchy

- Administration
- Street Outreach Program
- DV Emergency Response Program
- Food Distribution Program
- Poverty Diversion Program




DS DD
 DS [Signature]
 DS EL
 DS [Signature]
 DS PR
 DS VA

ADOPTION OF BYLAWS AND ORGANIZATIONAL HIEARCHY

We, the undersigned, are all of the directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 16 preceding pages, as the Bylaws of this corporation as well as the attached proposed organizational hierarchy.

ADOPTED AND APPROVED by the Board of Directors on this 08nd day of February 2023.

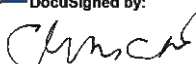
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345DF443DA78480

Paul Robertson , President

Address: 9 Mabrey CT

City: Sf

State : Ca Zip Code: 94124

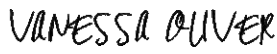
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Charles Adams, Vice President

Address: 501 hudson Ave

City: sanfrancisco

State : Ca Zip Code: 94124

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Vanessa Oliver, Treasurer & Acting Secretary

Address: 2540 Morgan Ct

City: Rockling

State : Ca Zip Code: 95677

DocuSigned by:


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Doris Davis, Voting Board Member

Address: 2203 Sea Shell Drive

City: Richmond

State : CA Zip Code: 94804

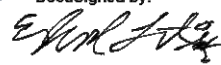
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Leslie West, Voting Board Member, Owner & Chief Financial Officer

Address: 2054 seattle shore st

City: Las Vegas

State : NV Zip Code: 89115

DocuSigned by:

A69EBA8C7A824AB...

Edward Levingston, Voting Board Member, and Chief Executive Office

Address: 2227 Bonar st

City: Berkeley

State : CA Zip Code: 94702

Certificate Of Completion

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Certificate Pages: 3	Initials: 1269
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CHARLES ADAMS
 CHARLESEADAMS415@GMAIL.COM
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 dorisdavis0192@sbcglobal.net
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EDWARD LEVINGSTON
 SUPPORT@THEARKOFREFUGE.ORG
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Leslie West
 LESLIE@THEARKOFREFUGE.COM
 Security Level: Email, Account Authentication (None)

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MEETING MINUTES

ARK OF REFUGE, INC *A California Not-for-Profit Corporation*

C4530257, 83-4721056

TYPE: TELPHONIC CONFERENCE / VIDEO CONFERENCE / IN – PERSON / **EMAIL**

Any New Resolutions BY VOTE : **Y / N**

AGENDA

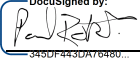
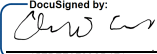
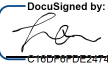
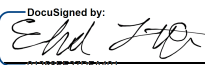
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- 1. **Check – Ins / Introductions** *All Members*
- 2. **Induction of NEW CEO** *Leslie West*
- 3. **2023 Proof of Authority Form** *Leslie West*
- 4. **Separation of Duties Review and Adoption** *Leslie West*

ADOPTION OF MEETING MINUTES

We, the undersigned, are all of the directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing minutes and associated documents as part of the administrative documents that operate this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 08nd day of February 2023.

DocuSigned by:  <small>349DF4330A7E480...</small>	Paul Robertson, President, Executive Officer
DocuSigned by:  <small>15EDEF786CD4F1...</small>	Charles Adams, Vice President
DocuSigned by: VANESSA OLIVER <small>31EFCFBAD39C4D5...</small>	Vanessa Oliver, Treasurer & Acting Secretary
DocuSigned by: Doris Davis <small>08FCE4E3EED74A3...</small>	Doris Davis, Voting Board Member
DocuSigned by:  <small>C18D50FDE247402...</small>	Leslie West, Voting Member, Financial Officer
DocuSigned by:  <small>01286FE27D74601...</small>	Edward Levingston, Voting Member


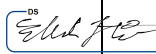



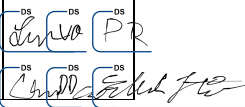


of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ARTICLE XIII. AMENDMENTS

Section 1. Separation of Duties

A key element in a system of internal control is the separation of duties. Adequate separation of duties helps reduce the risk of theft or mismanagement of Grant Subaward funds. Members of the same family or household (e.g., spouse, partner, parent, sibling, child, etc.) are considered one person for the purposes of separation of duties. Adequate internal control provides that no one person may perform more than one accounting duty. As of date, the following persons are assigned to the following controls.

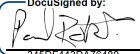
	DUTY ASSIGNED	PERSON ASSIGNED	TITLE	INI.
1	Receiving and depositing cash	Vanessa Oliver	Treasurer & Acting Secretary	
2	Authorizing cash disbursements,	Edward Levingston	Secretary	
3	Preparing checks, auditing schedules, and hours worked.	Part-Time Employee	24/7 On-Call Dispatcher	N/A
4	Attaching electronic signatures or operating a check signing machine*,	Charles Adams	Vice President	
5	Comparing machine-signed checks with authorizations and supporting documents (or signing checks manually after personally comparing them with authorizations and supporting documents) *,	Paul Robertson	President and Executive Officer	
6	Preparing or initiating invoices	Leslie West	Financial Officer	
7	Reconciling bank statements and posting to the general ledger*.	A Certified Public Accountant, Assistant or Agency		

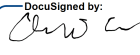


AMENDMENT OF BYLAWS

We, the undersigned, agree to amend the 15th page of the official bylaws to change the separation of duties and title. We are all the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing.

ADOPTED AND APPROVED by the Board of Directors on this 16th day of February 2023.

DocuSigned by:

345DF443DA76480... Paul Robertson, President, Executive Officer

DocuSigned by:

16EDFA786CDAF1... Charles Adams, Vice President

DocuSigned by:
VANESSA OLIVER
31EFCFBAD39C4D5... Vanessa Oliver, Treasurer & Acting Secretary

DocuSigned by:

C16DF6FDE2474A2... Leslie West, Voting Member, Financial Officer,

DocuSigned by:
Doris Davis
0EFC4E5EED74A5... Doris Davis, Voting Member

DocuSigned by:

01258FE27DFA401... Edward Levingston, Voting Member



PROOF OF AUTHORITY

ARK OF REFUGE, INC *A California Not-for-Profit Corporation*

C4530257, 83-4721056

The Governing Board for The Ark of Refuge Inc HEREBY appoints:

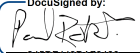
1. Name: Leslie West Title: Chief Financial Officer;
2. Name: Edward Levingston Title: Programmatic Manager
3. Name: Vanessa Oliver Title: Treasurer

; as the authorized signatory of The Ark of Refuge Inc. They are authorized to enter into Grant Subaward Agreements for the California Office of Emergency Services:

- o American Rescue Plan Unit (Grant # 21 01 1393) :
- o XD Domestic Violence Housing First (Grant # 22 01 1393) AND;
- o the Unserved/Underserved Victim Advocacy & Outreach Program (Grant # 22-01-1393)

with the Grant Subaward performance period of 01/01/2023 – 12/31/2023

*** This Authorization also applies to all applicable amendments, modifications and re-filings.

DocuSigned by:

 543DFA43D470186... Paul Robertson, President, Executive Officer

DocuSigned by:

 15EDEF786C04F1... Charles Adams, Vice President

DocuSigned by:

 31EFCFBAD39C4D5... Vanessa Oliver, Treasurer & Acting Secretary

DocuSigned by:

 C18DF6FDE2474A2... Leslie West, Voting Member, Financial Officer,

DocuSigned by:

 0EFC4E5EED74A5... Doris Davis, Voting Member

DocuSigned by:

 01258FE27DFA401... Edward Levingston, Voting Member

Certificate Of Completion

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Certificate Pages: 2	Initials: 11
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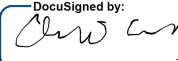
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Signer Events

Charles Adams
 CHARLESEADAMS415@GMAIL.COM
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Signature

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Doris Davis
 dorisdavis0192@sbcglobal.net
 Security Level: Email, Account Authentication (None)

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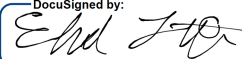
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Edward Levingston
 Edward.Arkofrefuge@gmail.com
 Security Level: Email, Account Authentication (None)


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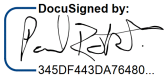
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 LESLIE@THEARKOFREFUGE.COM
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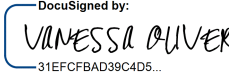
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Signer Events	Signature	Timestamp
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Intermediary Delivery Events	Status	Timestamp
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