



501(c)3 COMMITTEE AGENDA

Thursday, June 9, 2011

4:30 p.m. – 5:00 p.m.

San Jose One-Stop
1290 Parkmoor Ave.
San Jose, CA 95126
408.794.1100

www.work2future.biz

Benny Boveda, Chair
Joseph Flynn, Vice Chair
Christopher Donnelly, Secretary
Elizabeth Kaylor, Committee Staff

The City of San Jose is committed to open and honest government and strives to consistently meet the community's expectations by providing excellent service, in a positive and timely manner, and in the full view of the public. For additional information, please view:

http://www.sanjoseca.gov/clerk/cp_manual/CPM_0_15.pdf

For questions regarding this agenda, please call Elizabeth Kaylor at (408) 794.1125. To request an accommodation or alternative format for work2future meetings, events or printed materials, please call Elizabeth Kaylor at (408) 794.1125 or call 408.294.9337 (TTY) as soon as possible, but at least three business days before the meeting/event.

NOTICE TO THE PUBLIC

Good afternoon, my name is Benny Boveda, and in my capacity as Chair of work2future I would like to welcome you to the 501(c)3 Committee meeting of June 9, 2011.

Members of the public who wish to address the Committee should identify themselves and state their addresses for the record. You should complete a blue Comment Card located near the door, prior to making comments, and hand to any work2future staff member.

The procedure for this meeting is as follows:

- The Committee Secretary will verify quorum; the Chair will read the opening remarks.
- Members of the public wishing to make a comment will then be given one (1) minutes each to comment.
- work2future staff and/or Committee Members will present recommendations for each action item on the agenda.
- Committee members may ask questions of work2future Staff and other Committee Members.
- The Committee may take action on each action item.
- Copies of the agenda have been placed on the table near the door for your convenience.
- work2future Committee members may only discuss items listed on the Agenda pursuant to the “Brown Act.”

501(c)3 COMMITTEE
June 9, 2011
4:30 p.m. – 5:00 p.m.
ORDER OF BUSINESS

I. QUORUM VERIFICATION

II. OPENING REMARKS

III. AGENDA ITEMS

A. New Business

1. **501(c)3 Overview** **{Discussion}** 10 Min.
Christopher Donnelly, Assistant Director

An overview of work2future’s new 501(c)3 will be provided.

2. **501(c)3 Articles of Incorporation** **{Action}** 10 Min.
Christopher Donnelly, Assistant Director

Approval of the Articles of Incorporation for work2future’s new 501(c)3.

3. **501(c)3 Committee Bylaws** **{Action}** 10 Min.
Christopher Donnelly, Assistant Director

Approval of the bylaws of work2future’s 501(c)3 Committee.

- B. Set Items for Next Agenda** 1 Min.

- C. Announcements** 1 Min.

- D. Next Meeting**
The next 501(c)3 Committee meeting will be scheduled for a date yet to be determined, dependent upon the outcomes of the above items and the direction of the Executive Committee.

IV. PUBLIC COMMENT

V. ADJOURNMENT

All public records relating to an open session item on this agenda, which are not exempt from disclosure pursuant to the California Public Records Act, that are distributed to a majority of the legislative body will be available for public inspection at the San Jose One-Stop, 1290 Parkmoor Avenue, San Jose, California at the same time that the public records are distributed or made available to the legislative body.

CITY OF SAN JOSE CODE OF CONDUCT FOR PUBLIC MEETINGS IN THE COUNCIL CHAMBERS AND COMMITTEE ROOMS

The Code of Conduct is intended to promote open meetings that welcome debate of public policy issues being discussed by the City Council, Redevelopment Agency Board, their Committees, and City Boards and Commissions in an atmosphere of fairness, courtesy, and respect for differing points of view.

1. Public Meeting Decorum:

- a) Persons in the audience will refrain from behavior which will disrupt the public meeting. This will include making loud noises, clapping, shouting, booing, hissing or engaging in any other activity in a manner that disturbs, disrupts or impedes the orderly conduct of the meeting.
- b) Persons in the audience will refrain from creating, provoking or participating in any type of disturbance involving unwelcome physical contact.
- c) Persons in the audience will refrain from using cellular phones and/or pagers while the meeting is in session.
- d) Appropriate attire, including shoes and shirts are required in the Council Chambers and Committee Rooms at all times.
- e) Persons in the audience will not place their feet on the seats in front of them.
- f) No food, drink (other than bottled water with a cap), or chewing gum will be allowed in the Council Chambers and Committee Rooms, except as otherwise pre-approved by City staff.
- g) All persons entering the Council Chambers and Committee Rooms, including their bags, purses, briefcases and similar belongings, may be subject to search for weapons and other dangerous materials.

2. Signs, Objects or Symbolic Material:

- a) Objects and symbolic materials, such as signs or banners, will be allowed in the Council Chambers and Committee Rooms, with the following restrictions:
 - No objects will be larger than 2 feet by 3 feet.
 - No sticks, posts, poles or other such items will be attached to the signs or other symbolic materials.
 - The items cannot create a building maintenance problem or a fire or safety hazard.
- b) Persons with objects and symbolic materials such as signs must remain seated when displaying them and must not raise the items above shoulder level, obstruct the view or passage of other attendees, or otherwise disturb the business of the meeting.
- c) Objects that are deemed a threat to persons at the meeting or the facility infrastructure are not allowed. City staff is authorized to remove items and/or individuals from the Council Chambers and Committee Rooms if a threat exists or is perceived to exist. Prohibited items include, but are not limited to: firearms (including replicas and antiques), toy guns, explosive material, and ammunition; knives and other edged weapons; illegal drugs and drug paraphernalia; laser

**CITY OF SAN JOSE CODE OF CONDUCT FOR PUBLIC MEETINGS IN
THE COUNCIL CHAMBERS AND COMMITTEE ROOMS (CONT'D)**

pointers, scissors, razors, scalpels, box cutting knives, and other cutting tools; letter openers, corkscrews, can openers with points, knitting needles, and hooks; hairspray, pepper spray, and aerosol containers; tools; glass containers; and large backpacks and suitcases that contain items unrelated to the meeting.

3. Addressing the Council, Redevelopment Agency Board, Committee, Board or Commission:
- a) Persons wishing to speak on an agenda item or during open forum are requested to complete a speaker card and submit the card to the City Clerk or other administrative staff at the meeting.
 - b) Meeting attendees are usually given two (2) minutes to speak on any agenda item and/or during open forum; the time limit is in the discretion of the Chair of the meeting and may be limited when appropriate. Applicants and appellants in land use matters are usually given more time to speak.
 - c) Speakers should discuss topics related to City business on the agenda, unless they are speaking during open forum.
 - d) Speakers' comments should be addressed to the full body. Requests to engage the Mayor, Council Members, Board Members, Commissioners or Staff in conversation will not be honored. Abusive language is inappropriate.
 - e) Speakers will not bring to the podium any items other than a prepared written statement, writing materials, or objects that have been inspected by security staff.
 - f) If an individual wishes to submit written information, he or she may give it to the City Clerk or other administrative staff at the meeting.
 - g) Speakers and any other members of the public will not approach the dais at any time without prior consent from the Chair of the meeting.

Failure to comply with this Code of Conduct which will disturb, disrupt or impede the orderly conduct of the meeting may result in removal from the meeting and/or possible arrest.

III (A) 1

501(c)3 Overview

[Discussion]

III (A) 2

501(c)3 Articles of Incorporation

[Action]

**ARTICLES OF INCORPORATION
OF
WORK2FUTURE FOUNDATION**

A California Nonprofit Public Benefit Corporation

ARTICLE I.

The name of this corporation is Work2Future Foundation.

ARTICLE II.

- A.** This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.
- B.** The specific purpose of this corporation is to create and advance new opportunities to connect workforce and economic development and to promote small business development, growth and sustainability.

ARTICLE III.

The name and address in the State of California of this corporation's initial agent for service of process is:

Christopher Donnelly
1290 Parkmoor Ave.
San Jose, CA

ARTICLE IV.

- A.** This corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3).
- B.** No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for political office.

ARTICLE V.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Internal Revenue Code Section 501(c)(3).

Date: June____, 2011

Julian L. Zegelman, Esq.
Incorporator

III (A) 3

501(c)3 Committee Bylaws

[Action]

**APPOINTMENT OF INITIAL DIRECTORS
OF
WORK2FUTURE FOUNDATION**

A California Public Benefit Corporation

The undersigned, being the sole incorporator of WORK2FUTURE FOUNDATION, a California Public Benefit Corporation, appoints Benny Boveda, Joseph Flynn, Dr. Mark Novak, Bryan VanHuystee, Steve Preminger, and Rashad Said to serve as initial directors of the Corporation.

Date: _____, 2011

Julian L. Zegelman, Esq.
Incorporator

**ACTION BY WRITTEN CONSENT OF DIRECTORS
IN LIEU OF ORGANIZATIONAL MEETING OF
WORK2FUTURE FOUNDATION**

a California Nonprofit Public Benefit Corporation

The undersigned, being all of the members of the Board of Directors of WORK2FUTURE FOUNDATION, a California nonprofit public benefit corporation, as presently constituted, do by this writing consent to take the following actions and adopt the following resolutions:

Agent for Service of Process

RESOLVED, that Christopher Donnelly named as the initial agent for service of process in the Articles of Incorporation of the corporation, is hereby confirmed as the corporation's agent for service of process.

Bylaws

RESOLVED, that the bylaws in the form presented to the Board of Directors be adopted as the Bylaws of the corporation; and

RESOLVED FURTHER, that the Secretary of the corporation be and hereby is authorized and directed to execute a certificate of the adoption of the Bylaws, to insert the Bylaws as so certified in the Book of Minutes of the corporation, and to see that a copy of the Bylaws is kept at the principal executive office of the corporation in California in accordance with section 5160 of the California Nonprofit Corporations Code.

Accounting Year

RESOLVED, that the corporation adopt a fiscal year ending December 31st for accounting and tax purposes.

Expenses of Incorporation and Organization

RESOLVED, that each of the officers of the corporation be and hereby is authorized and directed to pay the expenses of incorporation and organization of the corporation.

Statement by Domestic Nonprofit Corporation

RESOLVED, that any officer of the corporation be and hereby is authorized and directed to prepare an annual information statement in compliance with Section 6210 of the California Nonprofit Corporation Law and submit it to the California Secretary of State for filing; and

RESOLVED FURTHER, that the Secretary of the corporation is directed to insert a copy of that statement in the minute book following these minutes.

Bank Accounts

RESOLVED, that each of the President, Secretary, and Chief Financial Officer, acting alone, is hereby authorized to designate those banks with which checking and other accounts for the corporation should be maintained and to establish bank accounts at such banks;

RESOLVED FURTHER, that each of the President, Secretary, and Chief Financial Officer, acting alone, is hereby authorized, from time to time, to cause such accounts to be established and to designate those persons who shall be authorized signatories on the various bank accounts;

RESOLVED FURTHER, that the officers of the corporation are, and each of them acting alone is, hereby authorized, in connection with such designations, to certify to the banks with which such accounts are maintained that the Board of Directors has approved such designations;

RESOLVED FURTHER, that the officers of the corporation are, and each of them acting alone is, hereby authorized to execute and deliver on behalf of the corporation all such documents as may be required in connection with the establishment of such accounts; and

RESOLVED FURTHER, that the Board of Directors hereby adopts all such specific resolutions as may be required in connection with the establishment of such accounts, and the Secretary of the corporation is hereby authorized and directed to certify the adoption of such resolutions by this written consent and to append copies of such resolutions thereto in the minute book of the corporation.

Principal Executive Offices

RESOLVED, that 1290 Parkmoor Avenue, San Jose, CA 95126 1290 Parkmoor Avenue be and the same hereby is designated as the principal executive office for the transaction of the business of the corporation.

Exemptions from Federal and State Taxes

RESOLVED, that the President consult with legal counsel to ascertain the availability of exemptions under federal and state tax laws and, if such exemptions are available, the President, Chief Financial Officer, and Secretary, any acting alone, are authorized and directed to execute and file all necessary applications for exemption from those taxes with the appropriate federal and state tax authorities, and to pay any necessary filing fees.

Election of Officers

RESOLVED, that the following officers are elected:

- | | | |
|-------|---|-------------------------|
| _____ | - | President |
| _____ | - | Secretary |
| _____ | - | Chief Financial Officer |

Conflict of Interest Policy

RESOLVED, that the Conflict of Interest Policy attached as Exhibit A, is adopted by the corporation.

Implementation

RESOLVED, that the officers of the corporation, and each of them, are authorized and directed to execute all documents and to take all actions as they may deem necessary or advisable in order to carry out and perform the purposes of these resolutions.

The undersigned direct that this consent be filed with the minutes of the proceedings of the Board of Directors of the corporation. This consent is executed pursuant to section 5211(b) of the Corporations Code of the State of California and the Bylaws of the corporation which authorize the taking of action by the Board of Directors by unanimous written consent without a meeting.

Consented to on the _____ day of June 2011.

Benny Bovada, Director

Joseph Flynn, Director

Dr. Mark Novak, Director

Brian VanHuystee, Director

Steve Preminger

Rashad Said

EXHIBIT A
NONPROFIT
CONFLICTS OF INTEREST POLICY

**CONFLICTS OF INTEREST POLICY
OF
WORK2FUTURE FOUNDATION**

A California Nonprofit Public Benefit Corporation

It is in the best interest of WORK2FUTURE FOUNDATION, a California Nonprofit Public Benefit Corporation to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy is designed to help directors, officers, employees and volunteers of the WORK2FUTURE FOUNDATION identify situations that present potential conflicts of interest and to provide WORK2FUTURE FOUNDATION with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in WORK2FUTURE FOUNDATION's operations.

1. **Conflict of Interest Defined.** In this policy, a person with a conflict of interest is referred to as an "interested person." For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:
 - a. A director, officer, employee or volunteer, including a board member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with WORK2FUTURE FOUNDATION for goods or services.
 - b. A director, officer, employee or volunteer, (or a family member of any of the foregoing) has a material financial interest in a transaction between WORK2FUTURE FOUNDATION and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
 - c. A director, officer, employee or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with WORK2FUTURE FOUNDATION.

Other situations may create the *appearance of a conflict*, or present a *duality of interests* in connection with a person who has influence over the activities or finances of the nonprofit. All such circumstances should be disclosed to the board or staff, as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interests of the nonprofit are not compromised by the personal interests of stakeholders in the nonprofit.

Gifts, Gratuities and Entertainment. Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of WORK2FUTURE FOUNDATION.

2. Definitions.

- a. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.
- b. An "Interested Person" is any person serving as an officer, employee or member of the Board of Directors of WORK2FUTURE FOUNDATION or a major donor to WORK2FUTURE FOUNDATION or anyone else who is in a position of control over WORK2FUTURE FOUNDATION who has a personal interest that is in conflict with the interests of WORK2FUTURE FOUNDATION.
- c. A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.
- d. A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.
- e. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to WORK2FUTURE FOUNDATION is not a Contract or Transaction.

3. Procedures.

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

- d. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.
- e. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Board of Directors of WORK2FUTURE FOUNDATION has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Board of Directors.
- f. Interested Persons who are not members of the Board of Directors of WORK2FUTURE FOUNDATION, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to their supervisor, or the Chair, or the Chair's designee, any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect WORK2FUTURE FOUNDATION's participation in such Contract or Transaction.

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

- 4. **Confidentiality.** Each director, officer, employee and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of WORK2FUTURE FOUNDATION. Furthermore, directors, officers, employees and volunteers shall not disclose or use information relating to the business of WORK2FUTURE FOUNDATION for their personal profit or advantage or the personal profit or advantage of their Family Member(s).

5. **Review of policy.**

- a. Each director, officer, employee and volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.
- b. Annually each director, officer, employee and volunteer shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to WORK2FUTURE FOUNDATION. Any such information regarding the business interests of a director, officer, employee or volunteer, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director,

and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

- c. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated to all staff and volunteers

Work2Future Foundation Conflict of Interest Disclosure Form

Date: _____

Name: _____

Position (employee/volunteer/trustee): _____

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between WORK2FUTURE FOUNDATION and your personal interests, financial or otherwise:

_____ I have no conflict of interest to report

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

1. _____

2. _____

3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of WORK2FUTURE FOUNDATION.

Signature: _____

Date: _____

III (B)
Set Items for Next Agenda

III (C)
Announcements

III (D)
Next Meeting

The next 501(c)3 Committee meeting is currently scheduled to take place on a date to be determined.

IV
Public Comment

V
Adjournment