BYLAWS

OF

PEACEFUL VALLEY DONKEY RESCUE, INC.

ARTICLE 1
NAME

The name of this non-profit corporation is Peaceful Valley Donkey Rescue, Inc. It is hereinafter referred to in these Bylaws as the Corporation.

ARTICLE II
BOARD OF TRUSTEES

1. General Powers. The property, affairs, and business of the Corporation shall be managed and controlled by its Board of Trustees. The Board of Trustees may by general resolution delegate to officers of the Corporation and to committees such powers as provided for in these Bylaws.

2. Number. The number of Trustees shall be no less than three and no more than eleven, the number of which shall be decided by the trustees from time to time.

3. Terms. The initial Trustees shall serve terms of two years or until their successors are elected and qualified. Trustees may succeed themselves in office.

4. Chairman. The Board of Trustees will elect one of their members as Chairman of the board. The Chairman will serve two year terms with no limit. The board chair shall preside at all meetings of the organization, and of the executive committee and board of the organization. The board chair shall exercise general supervision over the affairs of the organization and shall be an ex officio member of all committees of the board. He or she shall have the power to sign with the chief executive, in the name of the organization, all contracts authorized either generally or specifically by the board. The board chair shall appoint the chairs of all committees and task forces of the board and perform other duties as may be assigned by the board.

5. Resignation. Any Trustee may resign at any time by giving written notice to the Executive Director. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Executive Director or Board of Trustees.

6. Removal. The vote of a majority of the number of the Trustees established by these bylaws shall be required to remove a Trustee from office prior to the expiration of the term for which that Trustee has been elected. A two thirds majority is required to remove the Board Chairman from his office.

7. Vacancies. Vacancies among the Trustees, whether caused by resignation, death, removal, or expiration of a term, may be filled by the remaining Trustees at any regular or special meeting.

8. Meetings. (a) The Board of Trustees shall convene, in person, on or about the last weekend of March and September of each year. The Board of Trustees may provide by resolution the time and place, whether within or without the State of California, for the holding of additional regular meetings of the Board.

(b) Special meetings of the Board of Trustees may be called by the Chairman or the Executive Director, or by a majority of the voting Trustees then in office, who may fix any place, whether within or without the State of California, as the place for holding any special meeting.

9. Notice. Notice of any special meeting of the Board of Trustees shall be given at least seven days previous thereto by written notice delivered personally or sent by mail or telegram to each Trustee at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee 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 or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

10. Quorum. The presence in person of sixty percent (60%) of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Trustees are present in person at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

11. Manner of Acting. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these Bylaws. Trustees may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other. Each Trustee and each Officer/Trustee shall have one vote. Votes may be made in advance and given by proxy to the Chairman if said Trustee is given the opportunity to review all matters that are to be presented for a vote. Said Trustee's proxy vote is only valid for those items presented before the meeting.

12. Informal Action. Any action required by law to be taken at a meeting of Trustees, or any action that may be taken at a meeting of Trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees.

13. Compensation. Trustees shall not receive any stated salaries for their services as such, but by resolution of the Board of Trustees expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Trustee from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

14. Composition. The Executive Director, Vice Executive Director, Secretary, and Treasurer shall serve on the Board of Trustees. All trustees shall be elected by the Board of Trustees at the annual meeting. At least one of the Trustees elected shall be a resident of the State of California and a citizen of the United States. Fifty One Percent (51%) of the Board must be comprised of non-compensated Trustees, this majority may not be filled with spouses, parents, children or siblings of compensated employees.

ARTICLE III
OFFICERS

1. Officers. The officers of the Corporation shall be an Executive Director (CEO), Vice Executive Director, a Secretary, a Treasurer (CFO), and such other officers as may be elected in accordance with other provisions of this Article. The Board of Trustees may elect such other officers or agents, including a Chairman of the Board and an Executive Trustee, one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of Executive Director and Secretary.

2. Selection. The officers of the Corporation shall be elected annually by the Board of Trustees at the annual meeting of the Board. If the election of these officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

3. Removal. Any officer, except for the Executive Director, elected or appointed by the Board of Trustees may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. The Executive Director shall be removed only upon a two-thirds vote of the Trustees.

4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

5. Executive Director (Chief Executive Officer). The Executive Director shall be the principal executive officer of the Corporation and shall exercise general supervision over the affairs of the Corporation, its officers, and personnel, consistent with policies established by the Board of Trustees. The Executive Director may sign any deeds, mortgages, bonds, contracts, or

other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of the Executive Director and such other duties as may be prescribed by the Board of Trustees. The Executive Director may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Corporation, provided such steps do not exceed the scope of authority granted him by the Board of Trustees. See Policy Attachment for duty clarifications.

6. Vice President. The Vice President shall perform such duties as may be assigned by the Executive Director or the Board of Trustees.

7. Treasurer (Chief Financial Officer). The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Executive Director or by the Board of Trustees. The Treasurer shall be responsible for the administration and oversight of the Corporation's financial records, initiation of an annual audit, compliance with statutory reporting requirements, tax returns, and tax payments. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Trustees shall determine. The Treasurer shall cause to be deposited in a regular business bank or trust company a sum not exceeding $100,000 and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Trustees may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Trustees and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Trustee which shall be furnished to the Secretary by such Trustee; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Executive Director or by the Board of Trustees.

9. Assistant Treasurers and Secretaries. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Executive Director or the Board of Trustees. If required by the Board of Trustees, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine.

10. Paid Officers**.** The Board of Trustees may appoint one or more paid officers. Officers may receive compensation for their duties as staff but not for their responsibilities as Trustees.

ARTICLE IV
COMMITTEES

1. Authority. (a) The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more committees of its members, each of which shall consist of two or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Trustees in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Trustee or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees or any individual Trustee of any responsibility imposed upon it or him by law.

(b) Other committees not having and exercising the authority of the Board of Trustees in the management of the Corporation may be designated and appointed by resolution adopted by a majority of the Trustees at a meeting at which a quorum is present, or by the Chairman as authorized by a like resolution of the Board. Membership on such committees need not be limited to Trustees.

2. Term. Each member of a committee shall continue for a period of one year as such until the next annual meeting of the Trustees of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

3. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5. Manner of Acting. Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Trustees.

6. Permanent Committees. Permanent committees shall be a Finance Committee, a Volunteer Committee, an Event Committee, and a Construction Committee, and the purposes of each shall be determined by the Board of Trustees.

ARTICLE V
CONTRACTS, CHECKS, DEPOSITS, FUNDS AND SALARIES

1. Contracts. The Board of Trustees may authorize any officer or officers, agent, or agents of the Corporation in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

2. Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Executive Director or Vice Executive Director of the Corporation.

3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

4. Funds. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

5. Salaries. The Board of Trustees shall hire and fix the compensation all Officers. Staff salaries shall be fixed by mutual agreement of the Executive Director and the Chief Financial Officer which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE VI
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees.

ARTICLE VII
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

ARTICLE VIII
SEAL

The seal of the corporation shall be round with the name of the organization around its perimeter. The original date of incorporation will lie in its center.

ARTICLE IX
INDEMNIFICATION

Any present or former Trustee, officer, employee, or agent of the Chapter, or other such persons so designated in the discretion of the Board of Trustees, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Chapter against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Trustee, officer, employee, or agent, to the extent authorized by the Board of Trustees. No indemnification or advance against expenses shall be approved by the Board or paid by the Chapter until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

ARTICLE X
PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

ARTICLE XI
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Trustees present at any regular meeting or at any special meeting, if at least seven days' written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.

ARTICLE XII
ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

ARTICLE XIII
POLICIES

1. Policy for the Promotion of Ethical Conduct

As a nonprofit organization at the forefront of Animal Rescue, Peaceful Valley Donkey Rescue's policy is to uphold the highest legal, ethical, and moral standards. Our donors and volunteers support PVDR because they trust us to be good stewards of their resources, and to uphold rigorous standards of conduct. Our reputation for integrity and excellence requires the careful observance of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

PVDR will comply with all applicable laws and regulations and expects its trustees, officers, and employees to conduct business in accordance with the letter and spirit of all relevant laws; to refrain from any illegal, dishonest, or unethical conduct; to act in a professional, businesslike manner; and to treat others with respect. Trustees and officers should not use their positions to obtain unreasonable or excessive services or expertise from PVDR's staff.

In general, the use of good judgment based on high ethical principles will guide trustees, officers, and employees with respect to lines of acceptable conduct. However, if a situation arises where it is difficult to determine the proper course of conduct, or where questions arise concerning the propriety of certain conduct by an individual or others, the matter should be brought to the attention of PVDR. Employees should contact their immediate supervisor and, if necessary, the director of human resources. Board members should raise any such concerns with the chair or the treasurer of PVDR's board.

In all questions involving ethics and conduct, the board will make relevant determinations, except that any individual whose conduct is at issue will not participate in such decisions.

2. Confidentiality

It is the policy of Peaceful Valley Donkey Rescue that board members and employees of PVDR may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with PVDR to any person, including relatives, friends, and business and professional associates, other than to persons who have a legitimate need for such information and to whom PVDR has authorized disclosure. Board members and employees shall use confidential information solely for the purpose of performing services as a board member or employee for PVDR. This policy is not intended to prevent disclosure where disclosure is required by law.

Board members and employees must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, and airplanes, should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, board members and employees should be sensitive to the risk of inadvertent disclosure and should, for example, refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speakerphones to discuss confidential information if the conversation could be heard by unauthorized persons.

At the end of a board member's term in office or upon the termination of an employee's employment, he or she shall return, at the request of PVDR, all documents, papers, and other materials, regardless of medium, that may contain or be derived from confidential information in his or her possession.

3. RECORD RETENTION POLICY

PVDR takes seriously its obligations to preserve information relating to litigation, audits, and investigations. The Sarbanes-Oxley Act makes it a crime to alter, cover up, falsify, or destroy any document to prevent its use in an official proceeding. Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against PVDR and its employees and possible disciplinary action against responsible individuals (up to and including termination of employment). Each employee has an obligation to contact the chief executive or chief financial officer of a potential or actual litigation, external audit, investigation, or similar proceeding involving PVDR. The information listed in the retention schedule below is intended as a guideline and may not contain all the records PVDR may be required to keep in the future. Questions regarding the retention of documents not listed in this chart should be directed to the chief executive.

From time to time, the chief executive may issue a notice, known as a "legal hold," suspending the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. No records specified in any legal hold may be destroyed, even if the scheduled destruction date has passed, until the legal hold is withdrawn in writing by the chief executive.

File Category	**Item**	**Retention Period**
Corporate Records	Bylaws and Articles of Incorporation	Permanent
	Corporate resolutions	Permanent
	Board and committee meeting agendas and minutes	Permanent
	Conflict-of-interest disclosure forms	4 years
Finance and Administration	Financial statements (audited)	Permanent
	Auditor management letters	Permanent
	Payroll records	Permanent
	Journal entries	Permanent
	Check register and checks	[7 years/ Permanent]
	Bank deposits and statements	7 years
	Charitable organizations registration statements (filed with [State] Attorney General)	7 years

File Category	Item	Retention Period
	Chart of accounts	7 years
	Expense reports	7 years
	General ledgers and journals (includes bank reconciliations, fund accounting by month, payouts allocation, securities lending, single fund allocation, trust statements)	7 years
	Accounts payable ledger	7 years
	Investment performance reports	7 years
	Investment consultant reports	7 years
	Investment manager correspondence	7 years
	Equipment files and maintenance records	7 years after disposition
	Contracts and agreements	7 years after all obligations end
	Investment manager contracts	7 years after all obligations end
	Correspondence — general	3 years
Insurance Records	Policies — occurrence type	Permanent
	Policies — claims-made type	Permanent
	Accident reports	7 years
	Fire inspection reports	7 years
	Safety (OSHA) reports	7 years
	Claims (after settlement)	7 years
	Group disability records	7 years after end of benefits
Real Estate	Deeds	Permanent
	Leases (expired)	7 years after all obligations end
	Mortgages, security agreements	7 years after all obligations end
	Purchase agreements	7 years after disposition requirement
Tax	IRS exemption determination and related correspondence	Permanent
	IRS Form 990s	Permanent
	Withholding tax statements	7 years
	Correspondence with legal counsel or accountants, not otherwise listed	7 years after return is filed
	Timecards	3 years
Communications	**One set of all communication documents kept on-site and one set kept off-site**	
	Press releases	Permanent

File Category	Item	Retention Period
	Annual reports	Permanent (5 copies)
	Other publications	7 years
	Photos	7 years
	Press clippings	7 years
Donor Services	Fund agreements (paper and digital copies)	Permanent
	Correspondence — acknowledgment of gifts and grant requests	Permanent
	Donor fund statements	Permanent
Community Philanthropy	Records from advisory committee or family fund meetings, including minutes, if any, and lists of grants recommended for approval.	7 years
	Scholarship grant records, including applications if foundation staff participates in selection decisions	7 years
	Approved grants — all documentation supporting grant payment, including application/recommendation, due diligence, grant agreement letters, grant transmittal letters, and post–grant reporting information, if any.	7 years after completion of funded program, or date of grant if general operating support
	Foundation funding requests, correspondence, and reports (funding received)	7 years after completion of program
	Declined/withdrawn grant applications	3 years
	Foundation funding requests (denied)	3 years
Consulting Services	Consulting contracts/filed	7 years after all obligations end
Human Resources	Employee personnel files	Permanent
	Retirement plan benefits (plan descriptions, plan documents)	Permanent
	Employee medical records	Permanent
	Employee handbooks	Permanent
	Workers comp claims (after settlement)	7 years
	Employee orientation and training materials	7 years after use ends
	Employment offer letter	7 years after all obligations end
	Employment applications	3 years
	IRS Form I-9 (store separate from personnel file)	Greater of 1 year after end of service, or 3 years
	Résumés	1 year

File Category	Item	Retention Period
Technology	Software licenses and support agreements	7 years after all obligations end
Library	Other foundations' annual reports	2 years
	Directories and periodicals	2 years
General Administration	Correspondence — chief executive and general	7 years
	Appointment calendars — chief executive	7 years

By: ___________________________
Chief of Staff/Corporate Secretary

4. WHISTLEBLOWER POLICY

General
Peaceful Valley Donkey Rescue's Code of Ethics and Conduct ("Code") requires trustees, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the organization, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility
It is the responsibility of all directors, officers, and employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation
No director, officer, or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation, or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the organization prior to seeking resolution outside the organization.

Reporting Violations
The Code addresses the organization's open-door policy and suggests that employees share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with someone in the human resources department or anyone in management who you are comfortable approaching. Supervisors and managers are required to report suspected violations of the Code of Conduct to the organization's compliance officer, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following the organization's open-door policy, individuals should contact the organization's compliance officer

directly.

Compliance Officer
The organization's compliance officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his or her discretion, shall advise the chief executive and/or the audit committee. The compliance officer has direct access to the audit committee of the board and is required to report to the audit committee at least annually on compliance activity. The organization's compliance officer is the chair of the audit committee.

Accounting and Auditing Matters
The audit committee of the board shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The compliance officer shall immediately notify the audit committee of any such complaint and work with the committee until the matter is resolved.

Acting in Good Faith
Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality
Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations
The compliance officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within 5 business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

____
Audit Committee Compliance Officer

____
Management Staff

5. RESPONSIBILITIES AND DUTIES

5A. Responsibilities of a board member

- Know and effectively articulate the mission, purpose, goals, policies, and programs of PVDR.
- Attend board meetings __ times per year and committee meetings __ times per year. Also, attend all PVDR events.
- Chair and/or participate in at least one board committee.
- Commit time, thought, and effort to PVDR.
- Participate in establishing and enforcing organizational policies.
- Accept responsibility for PVDR financial accountability.
- Make an annual financial contribution according to personal means.
- Participate in PVDR fundraising activities in a variety of ways.
- Identify friends and associates who might be prospective donors or board members.
- Participate in hiring and periodic evaluation of PVDR's chief executive.
- Support and advise the chief executive as appropriate.
- Participate actively in assessing PVDR performance and setting its strategic goals and objectives.
- Represent PVDR to the community.
- Invite PVDR staff to speak at group meetings you attend — religious, professional associations, service groups.
- Avoid conflicts of interest.
- Maintain confidentiality of all PVDR board meetings.

5B. Executive Director/Chief Executive Job Descriptions

Nature of Position

Serves as the organization's chief executive officer. Reports directly to the board and is ultimately responsible for the operation of all programs, the management of all fiscal resources, the supervision of all staff, and the provision of quality services to the community.

Relationship to Other Administrative Staff

Directly supervises the activities of the staff (list of positions as determined by the board's approved table of organization). The board's legal counsel and consultants also report directly to the chief executive. Final approval for employment, promotion, or termination of PVDR staff is the responsibility of the chief executive within the guidelines/policies set by the board.

Position Duties

- Plans, develops, and supervises programs.
- Evaluates program improvements and recommends policy to the board.
- Undertakes and oversees all employment actions for PVDR staff within guidelines/policies set by the board.
- Serves as the primary organization planner, setting goals and objectives and developing projections of needs and funding.
- Seeks funding and/or resources from a broad range of sources.

- Develops and maintains records and reports on programs and services provided by the organization.
- Formulates budgets and maintains an accounting system that meets all federal, state, and local compliance standards.
- Prepares and submits regular budget and expenditure reports to the board.
- Establishes and maintains a personnel records system.
- Acts as primary liaison with various governmental entities and community organizations.
- Serves as the chief spokesperson for PVDR and is responsible for all public relations.
- Performs other duties as directed by the PVDR board.

6. Fund Raising/Gift Acceptance

6A. Board Fund Raising

In addition to any organization wide fundraising activities approved by the board, board members can engage in individual fundraising activities on behalf of PVDR, including

- Annual end-of-year fundraising letter to personal and professional contacts
- Yearly fundraising activities in their communities
- Making contacts for support of PVDR's programs; seeking assistance from other board members if needed
- Encouraging local members [or supporters] to consider planned giving

6B. Donor Relations

Donor Intent. Donors' wishes will be considered to the extent possible, as long as their intended use of funds is in keeping with the purpose of PVDR and with the policies and priorities of the organization as expressed in the corporate plan. PVDR will not accept a gift for which it is incapable of honoring donor intent.

Acknowledgment. All gifts of $50.00 or more shall be acknowledged by PVDR in the form of a written substantiation, including a gift receipt.

Recognition. Formal recognition of donors includes methods that convey appreciation to the donor and provide opportunities for public acknowledgment.

Public Notice. PVDR will respect a donor's wish to remain anonymous.

Confidentiality. The fund development unit shall maintain confidentiality concerning all correspondence regarding contributions, gift records, prospect cards, and other data on donors, and will ensure that this donor information is used on a need-to-know-basis only for the support of fund development for PVDR.

6C. Refusal of Gifts

The board shall have the right to refuse contributions that do not enhance, promote, and ensure further the purpose of XYZ and the long-range financial viability of the organization.

6D. Sponsorships and Endorsements
PVDR will not solicit or accept gifts from individuals or entities whose practices, policies, or operations are deemed unacceptable and contrary to the values implicit in its mission.

PVDR will not endorse the policies or views of its funders or donors.

PVDR will not promote corporate products without approval by the board.

7. CONFLICT OF INTEREST POLICY

SECTION 1. PURPOSE:
Peaceful Valley Donkey Rescue, Inc. (PVDR) is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of PVDR as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.
Consequently, there exists between PVDR and its board, officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of PVDR honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of PVDR. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with PVDR or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

SECTION 2. PERSONS CONCERNED:
This statement is directed not only to directors and officers, but to all employees who can influence the actions of PVDR. For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning PVDR.

SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE:
Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:
1. Persons and firms supplying goods and services to PVDR.
2. Persons and firms from whom PVDR leases property and equipment.
3. Persons and firms with whom PVDR is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting PVDR.
6. Agencies, organizations, and associations which affect the operations of PVDR.
7. Family members, friends, and other employees.

SECTION 4. NATURE OF CONFLICTING INTEREST:
A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:
1. Owning stock or holding debt or other proprietary interests in any third party dealing with PVDR.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with PVDR.

3. Receiving remuneration for services with respect to individual transactions involving PVDR.
4. Using PVDR’s time, personnel, equipment, supplies, or good will for other than PVDR approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with PVDR. Receipt of any gift is disapproved except gifts of a value less than $50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

SECTION 5. INTERPRETATION OF THIS STATEMENT OF POLICY:

The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of PVDR.

However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

SECTION 6. DISCLOSURE POLICY AND PROCEDURE:

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The [board or a duly constituted committee thereof] has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the chief executive officer (or if she or he is the one with the conflict, then to the board chair), who shall bring the matter to the attention of the [board or a duly constituted committee thereof]. Disclosure involving directors should be made to the board chair, (or if she or he is the one with the conflict, then to the board vice-chair) who shall bring these matters to the [board or a duly constituted committee thereof].

The [board or a duly constituted committee thereof] shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to PVDR. The decision of the [board or a duly constituted committee thereof] on these matters will rest in their sole discretion, and their concern must be the welfare of PVDR and the advancement of its purpose.