



Bylaws



Resource Committee

Duties of the Resources Committee **-The Pershing Foundation-**

General.

The Resources Committee shall consist of a minimum of five (5) Directors. Its primary responsibility will be raising funds to support and sustain Foundation activities and thereby support the objectives of the Board. It will reach out to potential and existing individuals, corporations, and institutional donors identified through the efforts of the Outreach Committee and suggestions from Board members.

It will also seek the development of creative partnerships to better manage and find new income streams. The committee will aim to raise the amount needed to meet the proposed annual and program budgets and to work cooperatively with the Chairman and treasurer in accounting for receipts for those areas. The committee may also support specific fundraising events and activities of the Outreach Committee and the Board. It will canvass and manage donations from those who have previously donated.

The committee will establish an ongoing process of soliciting donations or voluntary funds to help PRF grow and meet the needs of the communities we serve. Our fundraising network will consist of both businesses (large and small), individual donors, and other entities offering grant opportunities for youth development.

The committee will establish Giving Levels and Programs for donor-approved Recognition or for optionally the donors to be anonymous. The Resources Committee will elicit and keep records indicating future commitments, and concerning individuals, who have included the Foundation in their plans. The committee will keep details of all donors strictly confidential. Reference resources are suggested in the Appendix.

The Committee must maintain detailed records of its activities for institutional knowledge and is expected to publish from time-to-time internal user guides to facilitate and improve ongoing operations. The committee is expected to review and update these bylaws as required.

Relationships with Other Committees.

The committee will create and execute a nonprofit fundraising plan in conjunction with the Outreach Committee, and coordinate with the Outreach Committee on its ongoing process of soliciting donations or voluntary funds.

The committee will first delineate its giving program for the Outreach Committee to publish on the website and other media as to how individuals and entities can give, such as Donating on a One-time basis, Donating Annually, and/or Bequests. They will establish Giving Levels and Programs for donor-approved Recognition or for optionally the donors to be anonymous.

The committee will work with the Outreach Committee to develop message development to communicate verbally more easily and in writing to the intended audiences.

Other Board and Leadership Advisory Committee members will endeavor to aid the Outreach Committee in its communications efforts and the Resources Committee in its fundraising efforts. This

will be done by identifying organizations and individuals who may become contributors: informing them about the Foundation; advising the Resources and Outreach Committees on how to approach them; and, where possible, arranging introductions.

Skills of Resources Committee Members.

Though not a requirement, Resources Committee members should have experience and skills in fundraising, sales, and networking. They should be familiar with audience identification and segmentation, means and methods of mass and targeted communications, and tools for measuring success. The committee will strive to find Board members who have these skills.

Activities of the Resources Committee.

Strategic Programs:

This committee's activities will include:

1. Oversee program development,
2. Initiate, monitor, and guide program evaluations,
3. Identify and contact potential donors
4. Facilitate discussions about program priorities for the foundation.
5. Follow the DONOR BILL OF RIGHTS (per the Association of Fundraising Professionals (AFP), all rights reserved. Get permission to use??) [See Exhibit A]

The committee's measures of success will be based upon:

- Realization of the Board's and Committee's established goals
- Funds having to be used in support of directed grants and scholarships
- The funds available for distribution

Tactical Programs:

This committee's tactical activities will include:

1. Make presentations to encourage contributions through listed means
2. Provide sample agreements or forms to donors
3. Resolve donor interests to close each transaction
4. With the finance committee, establish procedures to properly deposit and track funds per the donor's intentions
5. Sign agreements, receipts, and/or contracts
6. Collect funds and application of funds with the Board

The committee will specifically prepare means for donors to contribute in a manner of ways which are consistent with the Foundation's Gift Acceptance Policy, which can include:

- One-time or recurring gifts
- Donor-Advised or tribute gifts including endowments
- Gifts from Appreciated Stocks & Bonds
- Honoraria Giving
- Gifts from IRA Charitable Rollover
- Matching Gifts

- Charitable Remainder Trust
- Life Insurance proceeds
- Retirement Plan Distributions or Proceeds
- Gifts from Wills or Trusts
- Real Property
- Oil and mineral rights
- Personal property

General Principles:

The Resources Committee will indicate that funds are for programs that help America's youth mature and grow into the leaders of tomorrow, capable of meeting the challenges of an increasingly competitive global community. The committee will make known to potential donors that the foundation supports excellence and achievement in individuals and groups in colleges and high schools which supply our military and corporations with future leaders. The foundation provides grants and scholarships to cadets of Pershing Rifles, the National Society of Blackjacks, and Pershing Angels who partake in superior and prestigious leadership programming that will equip them for success in our changing world, both on the battlefield and in the boardroom.

Appendix

References for the Resource Committee

The Committee will accept donations for Donor-Advised and Restricted Funds in accordance with the Foundation's Management policy.

The Resources Committee will establish an Honored Circle of philanthropists. The committee will first delineate and have the Outreach Committee publish on the website and other media how individuals and entities can give, such as:

1. Donate Now

These donations can be reflected in the Circle of philanthropists. The **Circle** acknowledges the philanthropic spirit of those who have “given back” to the Foundation throughout their career and lifetime for the financial support allocated to one or more of the donor-designated funds that support the program, legacy, and educational purposes of the Foundation. The level *and titles of Philanthropists* will reflect those whose donations and/or pledges to the Foundation that total US\$10,000 or more since the founding of the Foundation. Donors are categorized within six giving levels ranging from US\$10,000 to more than US\$1M. Qualifying gifts made before the end of the calendar year will be added to their current cumulative giving total. Recognition levels are calculated at the end of each calendar year.

2. Legacy League - Forever Generous Donations Through Wills, Trust, and Bequests

The Legacy League is the Foundation's planned giving donor recognition group. Members of the Legacy League are *Forever Generous*. They are building tomorrow by leaving a legacy gift to benefit future generations of leaders. The committee will establish guidelines for legacy gifts such as:

Planned gifts typically come from assets rather than income. Many League members have included a bequest in their will or trust document. Some have named the Foundation as the beneficiary of a life insurance policy, retirement plan, or charitable remainder trust.

Regardless of the amount, each planned gift is critical to sustaining the Foundation's effort to advance our core purpose to foster student leadership and excellence for the benefit of humanity.

The LEGACY League will be named by the committee for a recognizable person in recognition of her/his extraordinary commitment to Pershing Rifles, the military, and the government.

Appropriate justification will be included such as: “During his/her lifetime, XXXXX made a significant personal commitment to furthering the goals of the Pershing XXXX and the USA.

Together XXXXX philanthropic vision seeded the Foundation's ability to support PRF's mission.”

The Resources Committee will elicit and keep records indicating who has included the Foundation in their plans. The committee will ask prospective donors to share their giving designations to ensure intentions will be upheld. The committee will keep details strictly confidential, and donors may request to remain anonymous. A planned gift is a great way to be Forever Generous and leave a legacy benefiting future generations of leaders.

3. Giving Levels

The committee will establish a Heritage Circle based upon up to six cumulative giving levels named in honor of great Pershing Rifles alumni, whom each helped shape the world in which we live, or other appropriate named individuals or categories. Examples could be in the following format:

Name	Honored Levels of Giving
CCCC1	\$10,000+
CCCC2	\$50,000+
CCCC3	\$100,000+
CCCC4	\$250,000+
CCCC5	\$500,000+
CCCC6	\$1M+

4. Becoming A Member and Its Benefits

Once donors reach an Honored Circle giving level, they will be contacted by the Resources Committee Chair or the Foundation member to arrange the presentation of this special recognition. Anonymity will be honored if requested. If there are questions regarding the Honored Circle or a confidential donor-giving, donors can contact the President of the Foundation or the Chairman of the Resources Committee. The committee will assure that campaign donors at all levels will receive recognition in the Foundation Impact Report, appropriate Campaign publications, recognition at the annual Honors Ceremony and/or NATCON.

In addition to the knowledge that a legacy gift makes a difference to the future of Foundation, members of the Legacy League receive recognition established by the committee such as:

- Keepsake coin and Certificate of membership in a custom presentation binder
- Permanent listing, with permission, on the website
- Major accomplishments of the Foundation from their (and others) donations

Exhibit A

The Donor Bill of Rights

Philanthropy is based on voluntary action for the common good. It is a tradition of giving and sharing that is primary to the quality of life. To assure that philanthropy merits the respect and trust of the general public, and that donors and prospective donors can have full confidence in the not-for-profit organizations and causes they are asked to support, we declare that all donors have these rights:

- I. To be informed of the organization's mission, of the way the organization intends to use donated resources, and of its capacity to use donations effectively for their intended purposes.
- II. To be informed of the identity of those serving on the organization's governing board, and to expect the board to exercise prudent judgment in its stewardship responsibilities.
- III. To have access to the organization's most recent financial statements.

- IV. To be assured their gifts will be used for the purposes for which they were given.
- V. To receive appropriate acknowledgement and recognition.
- VI. To be assured that information about their donation is handled with respect and with confidentiality to the extent provided by law.
- VII. To expect that all relationships with individuals representing organizations of interest to the donor will be professional in nature.
- VIII. To be informed whether those seeking donations are volunteers, employees of the organization or hired solicitors.
- IX. To have the opportunity for their names to be deleted from mailing lists that an organization may intend to share.
- X. To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

Association of Fundraising Professionals (AFP), all rights reserved. Reprinted with permission from the Association of Fundraising Professionals."

Documents dealing with the acceptance of gifts, donor-advised and restricted fund management, and the Donor Advised Fund Master Agreement can be found within the Finance Committee section of these bylaws.

Exhibit B

The Resources Committee will explore *representative references* such as those shown below and others to establish its fund-raising program:

In a Nonprofit 911 webinar [The 7 Steps to a Stellar Fundraising Plan](#), Third Space Studio's Heather Yandow and Caryn Stein, vice president of communications and content at Network for Good, shared how your organization can create a nonprofit fundraising plan for success.

Step 1: Reflect on your past year.

If you had a fundraising plan last year, look at how well you followed it. Gather data from your [fundraising software](#). Or maybe you must rely on memory. That's okay. Use what you have.

Start with these questions:

- How much did you raise last year? List your fundraising activities and their outcomes.
- What were your biggest successes? Look at where you made an impact and the things you're proud of. You can build on these.
- What were your biggest challenges? Reflect on what didn't go as planned or where you want to focus more attention, time, or resources, like meeting with donors or launching [a recurring giving program](#).

Step 2: Identify existing resources.

What do you have now that can help your fundraising? Be realistic about resources in terms of availability and limitations. Money is the obvious one, but also look at time, staff, volunteers, and technology.

Step 3: List activities to attract, renew, and upgrade donors.

Now you're ready to dig in. Make a list of activities that grow your individual giving program. Think about donor acquisition, donor retention, and upgrading current donors. Give equal weight to all three, because it costs much less over time to acquire, retain, and upgrade a donor than trying to fill that funding bucket year after year.

Step 4: Create goals for each activity.

Knowing what you're aiming for is important. A few goals to consider:

- Dollars raised
- New donors
- Recurring gifts
- Board participation (dollars or donors)

The great thing about this process is how it helps everyone agree to priorities at the get-go and understand potential impacts if you change course or don't reach a goal.

Step 5: Identify three focus points.

Pinpoint three areas to focus on over the year to help meet your goals from step four. We know, for example, that online is powering growth in individual giving. You might focus on launching a [peer-to-peer](#) campaign or participating in #GivingTuesday. If you're just getting started in online giving, making your [donation pages](#) mobile-friendly and branded should top your list.

Step 6: Put your plan on the calendar.

A [fundraising plan](#) feels a lot more doable when you map out the work over time. Set some deadlines—think of them as mileposts where you can gauge your success. Use whatever tool works best for you: paper calendar, Excel spreadsheet, or an online tool that syncs with other things.

Start with existing commitments—events, board meetings, grant deadlines, staff vacations—and put them in the calendar. Knowing you want to get something done to share at the July board meeting can be a great motivator. And if you see that the end of April is crazy, you'll avoid starting new projects then.

Write in your monthly and seasonal focus areas. Maybe March is when you target new monthly donors, and fall is busy with #GivingTuesday and year-end planning.

Step 7: Set yourself up for success.

Identify what helped you do well in the past. Some ideas: Find an accountability partner to check in with and ensure you follow through on tasks. Set aside a specific time dedicated to calling donors. Hold regular team check-ins to report results, brainstorm, and share resources. And always take time to celebrate your fundraising wins!

Sounds doable, right? It is! Now that you've taken the crash course, download [Nonprofit 911: The 7 Steps to a Stellar Fundraising Plan](#) for a deeper look at having your best year yet.



Outreach Committee

Duties of the Outreach Committee -The Pershing Foundation-

General.

The Outreach Committee of The Pershing Foundation Board of Directors is charged with developing external communications strategies, programs, and activities in support of the Foundation and its fundraising programs.

In this context, "Outreach" is planned and purposeful communication to (1) develop recognition; (2) explain value; (3) build productive relationships; and (4) encourage giving. The role of the Outreach Committee is very much like that of a marketing department in a commercial entity.

Our communications will be directed to those external audiences with whom establishment or strengthening of relationships will be demonstrably beneficial to the Foundation. It will focus on audiences that, in priority order, include: (1) sources of funds; (2) avenues to likely sources of funds; and (3) others who can help in achieving Foundation goals.

The focus of the Outreach Committee shall be on raising awareness of the Foundation's purpose, activities, and giving programs. Efforts to raise awareness of General Pershing or Pershing Rifles will be ongoing but of secondary importance to communicating with potential supporters/donors.

The Committee must maintain detailed records of its activities for institutional knowledge and is expected to publish from time-to-time internal user guides to facilitate and improve ongoing operations. The committee is expected to review and update these bylaws as required.

Relationships with Other Committees.

The Outreach Committee shall seek advice from members of the Board and the Leadership Advisory Council on where to direct its efforts. The overall discussion of sources and uses of funds should include all Board members on an ongoing basis.

The Outreach and Resources Committees shall closely coordinate their plans and activities in an ongoing cycle of identifying and refining audiences.

- The Outreach Committee will raise awareness of the Foundation’s existence, purpose, and goals among key audiences. It will discuss the receptivity of these audiences with the Resources Committee.
- The Resources Committee will identify and pursue potential donors among those key audiences and engage them to raise funds.
- Based on what its members find in these donor communities, the Resources Committee then will advise the Outreach Committee on where to aim its messages and how to improve them.

Other Board and Leadership Advisory Committee members will endeavor to aid the Outreach Committee in its communications efforts and the Resources Committee in its fundraising efforts. This will be done by identifying organizations and individuals who may become contributors: informing them about the Foundation; advising the Resources and Outreach Committees on how to approach them; and, where possible, arranging introductions.

Skills of Outreach Committee Members.

Though not a requirement, Outreach Committee members should have experience and skills in marketing and communications. They should be familiar with audience identification and segmentation, message development, means and methods of mass and targeted communications, and judgmental tools for measuring success. They should have the ability to easily communicate verbally and in writing.

Best backgrounds would include any of the following: corporate or major nonprofit marketing; strategic or technical communications; media and media relations; public relations; government relations; and sales. It may not be possible at first to find Board members who have these skills, but efforts should be made over time to do so.

Activities of the Outreach Committee.

Strategic Programs:

- Develop overall themes and messages used consistently to create familiarity with the Foundation’s existence and goals. These themes and messages must be easily understood and mutually supported. They cannot conflict or raise doubts.
- Identify media, forums, partners, and other organizations that should be targeted with Pershing Foundation communications. Emphasis will be on organizations that are likely to be sources of financial support rather than simply “affinity groups.” A key question to ask regarding other nonprofits is “Will this group give us financial support?”
- Develop sub-themes and sub-messages to be aimed at selected target groups based on their unique interests and specific value to the Foundation’s success. The difference between themes and sub-themes might be illustrated as follows:
 - Theme: The Pershing Foundation helps turn today’s students into tomorrow’s leaders (Audience: All).

- Sub-theme: The Pershing Foundation supports scholarships for promising young leaders (Audience: Students, Parents, and Educators).
- Develop realistic, prioritized plans and timetables for outreach. We will aim at those places where potential funders might be found, including the media they follow and the physical and virtual places they gather. Key questions:
 - To whom do we have to communicate to achieve our objectives?
 - Where do they fit in our priorities?
 - How/where do we reach them?
 - What kind/forms of communication will it require?
 - What mix of media tools do we use for each?
 - What is the message that will be most effective?

Tactical Programs:

- Maintain the Foundation web presence. Work to ensure that it is updated, user-friendly, and, most important, that it includes materials that will be of interest to our audiences as well as creative means and features for drawing them back to the site regularly. Build and maintain traffic.
- Develop a brief, conversational description of the Foundation, its values, and objectives. This is to ensure that all Board and Leadership Advisory Council members see our purpose and goals similarly and can communicate them the same way in speech and writing.
- Develop such printed or electronic fact sheets, newsletters, and other materials as will be useful for communicating the Foundation's presence, purpose and activities. This may include a special "insider" newsletter for donors over a certain amount. The aim is to keep donors engaged and continue to engender their loyalty, which also lessens pressure caused by a constant need for new donors.
- Develop, maintain and build a list of **media** outlets that are expected to be receptive to news and feature materials about the Foundation and its work.
- Develop, maintain and build a list of **other organizations** that are expected to be receptive to news and feature materials about the Foundation and its work.
- Produce and disseminate to selected media such news releases or feature materials on significant events and developments as appropriate.
- Represent the Foundation at events and programs of other organizations which may be or become financial supporters, or whose members may be or become financial supporters. Representation at such events and programs shall be shared among all Board/Leadership Advisory Council members depending on availability and appropriateness.
- Work with the Resources Committee, to develop and maintain lists of actual and likely donor groups and individuals, including names gleaned from other Foundation Board members. Such lists will be shared and actively used internally between the Outreach, Resources, and Finance Committees.
- Jointly with the Resources Committee, arrange meetings with other organizations, corporations, etc., wherein the Foundation may introduce itself, explain its goals and

make requests to potential supporters. Representation at such events and programs shall be shared among all Board/Leadership Advisory Council members depending on availability and appropriateness.

- Develop and oversee “donor recognition” programs, wherein donors and their generosity may be celebrated consistently with their wishes.

General Principles:

- The Outreach Committee will oversee how the Pershing Foundation communicates to ensure the accuracy and effectiveness of its messages. It will attempt to keep communications simple and focused on those themes and messages developed to convey the essence of the Foundation and achieve its goals.
- A key element of communications oversight will be to ensure that our website and all communications are consistent with our purpose and lead toward our goals. The messages we convey on the website, the messages we convey in written materials, and the messages we offer in discussion must match. They must start with our core mission and then radiate outward to discussions of its various elements: youth leadership development, education, military service, etc.
- Other entities, such as The P/R Group and its affiliates, shall be invited to participate in fundraising by advising the Foundation’s Resources and Outreach Committees on possible sources and uses of funds. But these other entities shall in no way be encouraged to speak for or represent the Foundation in either the raising of or use of funds.



Finance Committee and Ancillary Documents

I. Purpose of Committee

The Finance Committee (the “Committee”) is a committee of the Foundation established to support the Foundation’s Board of Directors (the “Board”) in fulfilling its responsibility to oversee the Foundation’s financial strategy and performance.

II. Committee Membership

This committee shall be comprised of a Chair, Vice Chair, and Secretary. The Foundation’s Treasurer shall be the Chair, the Vice Chair, and Secretary shall be appointed by the Committee during its first yearly meeting.

Chair. The Chair: (a) shall preside at all meetings. (b) shall make reports to the Board of Directors and to the members; (c) shall perform such other duties as are customary to the office or as may be required by a majority of the Board.

Vice Chair. The Vice Chair shall assist the Chair in the execution of the Chair’s duties and in carrying out the business of the Committee as designated by the Chair. The Vice Chair shall also carry out the duties of the Chair in his or her absence or incapacity.

Secretary. The secretary shall (a) issue all notices of regular and special meetings of the Committee; (b) keep minutes of the meetings (c) make such reports and perform such other duties as are customary to the office of the Secretary or as may be designated by the Chair or a majority of the Board of Directors.

Member. Attend meeting and perform such other duties as are customary to this position.

Treasurer. The Treasurer shall: (a) have custody of all of the funds, securities, and financial records of the Foundation; (b) deposit funds in the name of the Foundation in such banks or financial institutions as the Treasurer, with the concurrence of the Foundation Chair, , shall determine in accordance with the requirements of Article II of these bylaws; (c) sign instruments requiring the Treasurer’s signature; (d) maintain and make the books and accounts of the Foundation available to members of the Foundation in accordance with the bylaws; (e) have responsibility for preparing and submitting financial statements of the Foundation at the regular business meetings of the Board of Directors and at the annual membership meeting; (f) have responsibility for the preparation of such tax reports and returns and related information as may be required by local, state, and federal laws.

III. Deposit of Operating Funds

The operation funds of the Association shall be deposited only in a state or national banks and only in an institution where the deposits are insured by the Federal Deposit Insurance Corporation.

IV. Investment of Funds

The investment of funds shall be in accordance with the Foundations Investment Policies. They may not be loaned to or invested with any Officer, Director, or member of the Foundation or any entity in which an Officer or Director has a financial interest.

V. DISBURSEMENTS

All disbursements of funds of the Foundation shall be made by checks signed by the Foundation Chair or Treasurer, credit card or bank debit card. The Foundation will not have a petty cash fund.

VI. Books and records

Foundation books and records shall be open to inspection by members at such times as designated by the Foundation Chair, and such inspection shall take place at the customary place of keeping of said books and records, all upon prior request and reasonable notice.

VII. Responsibilities

It shall be responsible for financial planning, reviewing at least quarterly the Foundation's financial statements, and investments, and any other appropriate financial information concerning the Foundation.

The Committee shall ensure that all legal reporting requirements are met, i.e., the Internal Revenue Service Form 990 and accompanying schedules.

It shall prepare and approve the Foundation's annual budget before it is submitted to the Executive Committee which will, upon review, submit it to the full Board.

It will safeguard the Foundation's assets and ensure the Foundation is adequate insured.

It shall review the Foundation's financial policies and recommend appropriate revisions to the Executive Committee and periodically review the Foundation's compliance with such Policies and report results to the Executive Committee.

It shall actively seek replacements and ensure that new Committee members receive an orientation to the Foundation's financial statements, the application of generally accepted accounting principles to those statements, and other financial governance issues.

VIII. Financial Reporting

Financial Statements. No later than the fifteenth [30th] day of each succeeding month, the Treasurer shall prepare and distribute electronically an Income Statement, Balance Sheet, and Statement of Cash Flows and Statement of Temporary Restricted Net Assets, Restricted Donations, and Academic Scholarships Paid. At least annually or at the request of the Foundation Chair prepare for distribution to the PRG in accordance with the MOU, a statement of Receipts and Expenses (MOU Report). All statements or reports shall be prepared in conformity with accounting principles generally accepted in the United States of America (GAAP). Year-end Financial Statements shall be approved by the Foundation's Board of Directors at its next meeting.

Proposed Budget. Within 90 days of the current yearend the Committee shall request from the Executive Director and Program Directors his/her list of programs along with estimated funding requirements, recurring grants, and expenses. The list shall consist at a minimum the current program and new programs The Treasurer shall request the Foundation's Board Members coming year's Pledges. The Treasurer in consultation with the Committee members shall prepare an annual budget consisting of an Income Statement and Statement of Cash Flows ("Budget"). The Budget will be approved by a majority of the Committee. Within 60 days of the current year-end, the

Committee shall distribute the Budget to each Foundation Board Member for approval at the next Board of Directors Meeting.

Board of Directors Meeting. At a minimum the Treasurer shall include income and balance statements in the Meeting Agenda.

Audit. The accounts of the Foundation shall be audited annually by the Executive Committee. At the discretion of the Board of Directors the accounts maybe audited by a Certified Public Accountant.

IX. Committee Meetings

The Committee will meet at least annually and as often as its chair or a majority of its members deem necessary or appropriate, either in person, telephonically, or electronically, and at such times, places, and manner as its chair determines.

X. Committee Reports

The Committee will produce a written report after each meeting, which will include an attendance record, a copy of the agenda, and a full report of Committee discussions with documented recommendations and decisions. These reports will be completed no more than three weeks following the meeting and forwarded to the Committee members and the Executive Committee. All Committee reports, upon review by the Executive Committee, will be distributed promptly to all Board members and filed by the Foundation's Secretary.

XI. Committee Evaluation

The Executive Committee will conduct periodic performance evaluations to review the performance of the Finance Committee regarding the requirements of these Bylaws and such other matters as the Executive Committee deems appropriate



Investment Policy

Investment Policy and Guidelines

Introduction

The Pershing Foundation Board of Directors ("Board") has approved the following Investment Policy Statement ("Policy"). The Pershing Foundation Board may amend this Investment Policy and the Guidelines contained therein

The Pershing Foundation investment policy is established to guide investment strategy, guidelines, and objectives between the Board and the Investment Consultant. The Policy also sets forth the investment guidelines, objectives, and restrictions that apply to the Pershing Foundation General Fund and any Restricted Funds, hereafter referred to together as the "Fund" unless otherwise specified. This Policy provides investment objectives and guidelines to maintain effective risk management oversight while investing Fund assets in pursuit of investment returns consistent with the "Prudent Man Rule" where each investment is judged on its own merits and to assist the Pershing Foundation in effectively supervising, and monitoring, and evaluating Fund assets.

Investment Policy

The Fund shall be invested to provide for a balance of income/stability and total return. To meet this objective, the Fund shall be invested in a diversified portfolio, consisting primarily of mutual funds and/or Exchange Traded Funds comprised of common stocks, bonds, cash equivalents, and alternative investments, which reflect varying rates of return and volatility. Our strategy is to earn a rate of return consistent with the broadly diversified benchmark returns defined by the asset allocation consistent with the risk and volatility standards established by the Board, with the understanding that a portion of assets will be required annually to meet the disbursement obligations of the Pershing Foundation.

Asset Allocation Guidelines

The Investment Consultant will recommend for the Board's approval the Fund Allocation to facilitate the achievement of the long-term investment objectives within the established risk parameters. Since the allocation of capital between asset classes may be the single most important determinant of the investment performance over the long run, the majority of assets shall be diversified among non-correlating asset classes.

The total return fund's investment goal is to achieve a total return (income and appreciation) of 5% after inflation, over a full market cycle (3-5 years). The following guidelines apply to the three main investment asset classes:

1. **Money Market Funds:** Allowable range: Minimum 5%; Maximum 45% of total assets

A quality money market fund, whose objective is to seek as high a current income as is consistent with liquidity and stability of principal, will be utilized for the liquidity needs of the

portfolio The fund will invest in “money market” instruments with remaining maturities of one year or less, that have been rated by at least one nationally recognized rating agency in the highest category for short-term debt securities. Non-rated Securities must be of comparable quality.

2. Equities: Allowable Range- Minimum 20%; Maximum 60% of total assets

The equity component of the portfolio will consist of high-quality equity securities traded on the New York, NASDAQ, or American Stock exchanges. The securities must be screened for above-average financial characteristics such as price-to-earnings, return-on-equity, debt-to-capital ratios, etc.

3. No more than 5% of the equity portion of the account will be invested in any one issuer. As well, not more than 20% of the equity portion of the account will be invested in stocks contained within the same industry.

It is acceptable to invest in an equity mutual fund(s) adhering to the investment characteristics identified above, as long as it is a no-load fund, without §12(b)(1) charges, which maintains an expense ratio consistent with those other funds of similar investment styles as measured by the Lipper and/or Morningstar rating services.

Prohibited equity investments include initial public offerings, restricted securities, private placements, derivatives, options, futures, and margined transactions.

Exceptions to the prohibited investment policy may be made only when assets are invested in a Mutual Fund(s) that periodically utilizes prohibited strategies to mitigate risk and enhance return.

Fixed Income: Allowable Range- Minimum 20%; Maximum 75% of total assets.

Bond investments will consist solely of taxable, fixed income securities that have an investment-grade rating (BBB or higher by Standard & Poor’s and Baa or higher by Moody’s) that possess a liquid secondary market. If the average credit quality rating disagrees among the two rating agencies, then use the lower of the two as a guideline.

No more than 5% of the fixed income portfolio will be invested in corporate bonds of the same issuer. As well, not more than 20% of the fixed income portfolio will be invested in bonds of issuers in the same industry.

The maximum average maturity of the fixed income portfolio will be 10 years, with not more than 25% of the bond portfolio maturing in more than 10 years.

Prohibited securities include private placements, derivatives (other than floating-rate coupon bonds), margined transactions, and foreign-denominated bonds.

Exceptions to the prohibited investment policy may be made only when assets are invested in a Mutual Fund(s) that periodically utilizes prohibited strategies to mitigate risk and enhance return.

Cash Flows

With the consent of the Board, the Investment Consultant is responsible for allocating net cash flows (contributions/distributions) to/from investments. As a general rule, cash inflow and outflows will first be used to rebalance the total Fund following our target asset allocation policy.

Rebalancing

The Board, with input and analysis provided by the Investment Consultant, will regularly scrutinize the actual asset allocation, which will fluctuate with market conditions. The Investment Consultant, upon regular review and input from the Board, bears the responsibility for making adjustments to maintain target ranges. The Investment Consultant will review and recommend all such changes within the asset allocation guidelines, and asset classes to the Board before modification.

The portfolio rebalancing process shall be employed at least quarterly to monitor the degree to which the current portfolio deviates from the target portfolio. The current variance from the asset allocation guideline that will trigger a required rebalance is +/- 5%. The Board reserves the right to change this critical rebalancing variance at any time. The purpose of rebalancing is to maintain the risk/reward relationship implied by the stated long-term asset allocation targets. This policy may necessitate purchases and or sales, which could result in transaction costs for the account.

Transaction Guidelines

All transactions should be entered into based on the best price and execution. The board can request a report of all fees, commissions, and other transaction costs.

Selection of Investment Funds

In evaluating the funds, the Investment Consultant will examine the following information:

- A. Firm Quality and Depth. Investment companies should have a history of reliability and sound financial background. The management of the investment advisor should demonstrate quality and stability.
- B. History of Adherence to Investment Objective and/or Approach. Investment vehicles should consistently invest according to the investment objectives stated in the prospectus, investment policy statement, or trust agreement. In addition, the fund should demonstrate a reasonably consistent investment style.

- C. Performance Measured Against a Style Appropriate Benchmark. Based on the investment objective, holdings, investment style, and market capitalization; an appropriate market benchmark should be used for relative investment performance evaluation.
- D. Diversification. Investment vehicles will employ investment strategies that show sufficient diversification.
- E. Performance and Risk. Investment performance should be competitive on a long-term and risk-adjusted basis within each appropriate asset class.
- F. Fees. Selected investments should have reasonable fees competitive with those of similar offerings.

Investment Evaluation and Oversight

With the assistance of the Investment Consultant, the Board will review the investment performance of the investments quarterly. Fund performance and individual investment vehicles of the two main asset classes will be evaluated using the following benchmarks:

Equities: S&P 500 Index- Goal: exceed the average annual return of the index over a full market cycle (3-5 years)

Fixed Income: Lehman Brothers Government/Corporate Index- Goal: exceed the average annual return of the index over a full market cycle (3-5 years).

They will also be evaluated against other metrics that may include but are not limited to expenses, consistency of strategy or style, or other qualitative factors.

It will be the responsibility of the Finance Committee of the Board of Directors to regularly review the performance of the investment account and investment policy guidelines, and report to the Board of Directors at least quarterly with updates and recommendations as needed. Proxy Voting Investments will be voted per the procedures established in their respective Form ADV. Mutual fund accounts will be voted following established procedures in place at their respective mutual fund families.

Responsibilities of the Investment Consultant

Upon the Board retaining an Investment Consultant, that individual or organization will assist with asset allocation, performance monitoring, asset selection/monitoring, and fiduciary oversight.

5-2022-2The primary responsibilities of the Investment Consultant are to:

- A. Obtain relevant information to quantify the Board's investment objectives, risk tolerance, and investment guidelines.
- B. Assist in the development and periodic review of the Investment Policy Statement.
- C. Recommend asset classes, allocations, and investment vehicles
- D. Establish the optimal Fund design (asset allocation) through the use of a dynamic asset allocation model to meet the investment objectives as outlined in the Policy
- E. Evaluate the adequacy of the Fund's current and target asset allocation to meet projected liabilities and long-term expected return expectations
- F. Negotiate investment fees and account minimums
- G. Provide quarterly performance measurement and evaluation reporting for each investment vehicle. This will include performance evaluation relative to broad Policy benchmarks and peer universe comparisons. Performance should be assessed on both a gross and net of all fee basis.
- H. Recommend changes in investments that do meet the established standards of the Policy
- I. Monitor the asset allocation of the overall portfolio relative to the Policy and recommend changes to maintain the targeted asset allocation.
- J. Perform ongoing due diligence on the major investment market performance assumptions to ensure the Board has the proper asset allocation.
- K. Review the Fund with the Board quarterly.
- L. Prepare reports to inform the Board as soon as reasonably possible (no later than 30 days) of any significant change in an investment vehicle's management, organizational structure, professional personnel, accounts under management, or fundamental investment policy.



Gift Acceptance Policy

The Pershing Foundation ("The Foundation") solicits and accepts gifts for purposes that will help the organization further and fulfill its mission. The Foundation urges all prospective donors to seek the assistance of personal legal and financial advisors in matters relating to their gifts, including the resulting tax and estate planning consequences. The following policies and guidelines govern accepting gifts made to the Foundation for the benefit of any of its operations and programs.

Use of Legal Counsel—The Foundation will seek the advice of legal counsel in matters relating to accepting gifts when appropriate. Review by counsel will happen for:

- a. Gifts of securities that are subject to restrictions or buy-sell agreements.
- b. Documents naming The Foundation as trustee or requiring The Foundation to act in any fiduciary capacity.
- c. Gifts requiring The Foundation to assume financial or other obligations.
- d. Transactions with potential conflicts of interest.
- e. Gifts of property that may be subject to environmental or other regulatory restrictions.

Restrictions on Gifts—The Foundation will not accept gifts that:

- a. would result in Foundation violating its corporate charter,
- b. would result in The Foundation losing its status as an IRC § 501(c)(3) not-for-profit organization,
- c. would be too difficult or too expensive to administer in relation to their value,
- d. would result in any unacceptable consequences for The Foundation, or
- e. are for purposes outside The Foundation's mission. Decisions on the restrictive nature of a gift, and its acceptance or refusal, shall be made by the Finance Committee, in consultation with the Board.

Gifts Generally Accepted Without Review—

- a. **Cash.** Cash gifts are acceptable in any form, including by check, made payable to the Pershing Foundation, money order, credit card, or online. Donors wishing to make a gift by credit card must provide the card type (e.g., Visa, MasterCard, American Express), card number, expiration date, and name of the cardholder as it appears on the credit card.
- b. **Marketable Securities.** Marketable securities may be transferred electronically to an account maintained at one or more brokerage firms or delivered physically with the transferor's endorsement or signed stock power (with appropriate signature guarantees) attached. All marketable securities will be sold promptly upon receipt unless otherwise directed by The Foundation's Finance Committee. In some cases, marketable securities may be restricted, for example, by applicable securities laws or the terms of the proposed gift; in such instances, the decision whether to accept the restricted securities shall be made by the Executive Committee.

- c. Bequests and Beneficiary Designations under Revocable Trusts, Life Insurance Policies, Commercial Annuities, and Retirement Plans. Donors are encouraged to make bequests to The Foundation under their wills and to name The Foundation as the beneficiary under trusts, life insurance policies, commercial annuities, and retirement plans.
- d. Charitable Remainder Trusts. The Foundation will accept designation as a remainder beneficiary of charitable remainder trusts. The Foundation will not accept appointments as Trustee of a charitable remainder trust.
- e. Charitable Lead Trusts. The Foundation will accept designation as an income beneficiary of charitable lead trusts. The Board of the Foundation will not accept an appointment as trustee of a charitable lead trust.

Gifts Accepted Subject to Prior Review—

Certain forms of gifts or donated properties will be subject to review before acceptance.

Examples of gifts subject to prior review include, but are not limited to:

- a. Tangible Personal Property. The Committee shall review and determine whether to accept any gifts of tangible personal property in light of the following considerations: does the property further the organization's mission? Is the property marketable? Are there any unacceptable restrictions imposed on the property? Are there any carrying costs for the property for which the organization may be responsible? Is the title/provenance of the property clear? In-Kind goods, products, services will be accepted and credited at their fair market value using the IRS FMV rules of valuation.
- b. Life Insurance. The Foundation will accept gifts of life insurance where the Foundation is named as both beneficiary and irrevocable owner of the insurance policy. Such policies will be valued at their interpolated terminal reserve values, or cash surrender values, upon receipt. If the donor contributes future premium payments, the Foundation will include the entire amount of the additional premium payment as a gift in the year that it is made. If the donor does not elect to continue to make gifts to cover premium payments on the life insurance policy, the Foundation may continue to pay the premiums, convert the policy to paid-up insurance or surrender the policy for its current cash value.
- c. Real Estate. All gifts of real estate are subject to review by the Finance Committee before acceptance of any gift of real estate other than a personal residence, the Foundation shall require an initial environmental review by a qualified environmental firm. If the initial review reveals a potential problem, the organization may retain a qualified environmental firm to conduct an environmental audit. Criteria for acceptance of gifts of real estate include: Is the property useful for the organization's purposes? Is the property readily marketable? Are there covenants, conditions, restrictions,

reservations, easements, encumbrances, or other limitations associated with the property? Are there carrying costs (including insurance, property taxes, mortgages, notes, or the like) or maintenance expenses associated with the property? Does the environmental review or audit reflect that the property is damaged or otherwise requires remediation?

- d. Oil, Gas, and Mineral Interests: The Foundation will accept oil and gas property interests, when appropriate. Before acceptance of an oil and gas interest the gift shall be approved by the Foundation's Board of Directors, and if necessary by the Foundation's legal counsel. Criteria for acceptance of the property shall include:
- 1) gifts of surface rights with a value of \$20,000 or greater;
 - 2) gifts of oil, gas, and mineral interests that will generate at least \$3,000 per year in royalties or other income (as determined by the average of the three years before the gift);
 - 3) the property does not have extended liabilities or other considerations that make receipt of the gift inappropriate. All such properties will undergo an environmental review to ensure that the Foundation has no current or potential exposure to environmental liability.

A Working interest will rarely be accepted. A working interest will only be accepted where there is a plan to minimize potential liability and tax consequences that are accepted and approved by the Foundation Board of Directors.

Miscellaneous Provisions

Securing appraisals and legal fees for gifts to the Foundation: It will be the responsibility of the donor to secure an appraisal (where required) and independent legal counsel for gifts made to the Foundation.

The Foundation will record a gift received at its valuation for gift purposes on the date of the gift.

The Foundation will file IRS Form 8282 upon the sale or disposition of any asset sold within two years of receipt by the Foundation when the charitable deduction value of the item is more than \$5,000. The Foundation will file this form within 125 days of the date of sale or disposition of the asset.



Donor-Advised and Restricted Fund Management

General Policy:

The Pershing Rifles Foundation DBA the Pershing Foundation (the "Foundation") welcomes the opportunity to partner with people who wish to be actively involved in charitable giving (i.e., grantmaking). The IRS allows the Foundation to offer donors the opportunity to make tax-deductible gifts at the most advantageous time for them and then to recommend grants over a prolonged period through an advised fund. The IRS expects that the Foundation will administer its advised funds in a manner that will maximize the benefits to the community and ensure effective charitable giving.

I. What is a Donor Advised Fund? A donor advised fund defined by federal legislation possesses three characteristics:

- The fund is separately identified regarding the contributions of a donor or donors. For example, the Smith Family Fund, established by the Smith family children.
- The fund is owned and controlled by an authorized charity, in this case the Foundation.
- The donor or persons appointed by the donor expect to have the privilege of providing advice concerning the fund's distributions.

II. Minimum Fund Size:

Fund balances must be established and maintained at \$20,000 or a lesser amount if approved by the Board of Directors.

III. Gifts into a Fund:

Gifts to the donor-advised fund are irrevocable. The assets of donor-advised, endowed, restricted purpose funds are owned and controlled by the Pershing Foundation. Contributions to a fund are tax-deductible to the furthest extent of the law and may be made in any amount, although a fund must maintain a minimum balance originally agreed to remain active. See the gift acceptance policy for additional details. Should said fund's total drop below its established minimum balance, due to fluctuations in markets, the distribution of funds will be frozen until the fund regains its minimum balance value. The Foundation office will then contact donor(s) to determine whether:

- The fund donor wishes to make a gift to replenish the minimum balance or
- The donor, or his/her representatives approves the dissolution of the fund, the value of which will be rolled in the Foundation's General Fund.
- If the Donor or his/her representative cannot be contacted within 4 years, the Foundation may
 - distribute the balance as directed by the Donation Agreement, or
 - if that is not possible, placed into the Foundation's General Fund.

IV. Guidelines and procedures for making grants from the fund include:

- Grants will be distributed once per calendar year equal up to 4% of a fund's value based on year-end audited financial statement. Unless otherwise instructed in the donation agreement.
- The percentage of annual distribution will be reviewed by the Foundation board and adjusted based upon the market performance of the fund.
- Grants to qualified charitable organizations may be recommended. Qualified charities generally include (1) those organizations described in Section 501(c)(3) of the Internal Revenue Code that are not also private foundations, or certain types of supporting organizations and (2) certain governmental organizations, such as school districts, public libraries, and other units of government. Due diligence will be performed by the Foundation's Finance Committee to verify that the organization is a qualified charity and that its status is current.
- Each grant recommended must be approved by the Board of Directors of the Foundation.
- Grants may not be used to pay membership dues, personal pledges or other financial obligations of the donor, advisors, or any related party. However, an advisor may indicate to a charitable institution that he or she will recommend a grant from the fund. Advisors may recommend that a grant be paid out over multiple years, subject to grant approval and annual due diligence.
- Grants from the fund cannot be made to a specific individual or designated for a specific individual.
- Donors, advisors, or any related parties cannot receive grants, loans, compensation, or similar payments (including expense reimbursements) from donor-advised funds.
- No goods or services (i.e., tables, tickets to events, meals, preferred parking or seating, discounted merchandise, or other preferential treatment) or another personal or material benefit that is not provided to the general public (i.e., newsletters) can be received by the donor, advisors or any related party.
- Grantee organization selections can change from year-to-year under the advice of donors, with the full approval of the Foundation Board.
- The donor may advise the Foundation to make annual grants to one or more grantee organizations over an extended period, subject to the Foundation's due diligence procedures.

V. Fund Recognition:

All grants are made in the name of the fund unless the donor requests to remain anonymous. It is also the practice of the Foundation to list all funds in its annual report unless the donor requests otherwise.

VI. Donor-Directed Fund Successor Advisors:

The original donor can designate one additional living generation of advisors beyond the original donor. A successor advisor can designate their successor advisor(s) in the event the original donor has not already provided for a subsequent successor advisor to the then-current successor advisor. When advisors from a successor generation become active upon the death, or incapacitation, of the original donor; the successors shall follow the agreements set forth in the establishment of the Fund with the advice and consent of the Foundation Board to ensure the intent of the original donor. The Foundation's spending policy will determine the amount available for distribution annually.

VII. Fund Management:

It is important to both donors and the Foundation that advised funds not be considered private foundations; therefore, donors will not retain control of investments, including the retention or sale of any assets contributed. The Foundation currently charges each Donor Advised or Restricted Fund a total of 90 basis points (.009%) per year to cover investment and management. This is subject to annual review by the Foundation Board of Directors.

VIII. Annual Distribution Procedure:

Distribution/payout from the Fund will take place:

- During the 2nd (second) quarter of each calendar year – following completion of the Foundation's annual audit.
- Distributions shall be made proportional to a fund's value related to the Foundation's total fund assets.
- For a new Fund, at least 13 months after receipt of the establishing contribution
- When a fund has been in existence for 4 years, its 4-year rolling average value shall be used to calculate its distributions rather than its value at the end of the previous year.

IX. Governance/Variance:

The Fund shall be a part of the Foundation and all assets of the fund shall be the property of the Foundation and not a separate trust or entity. Control over the investment and management of the assets of the fund shall be exercised exclusively by the Foundation and the assets of the

fund may be commingled with other assets of the Foundation for investment or other purposes. Without limitation, the fund donor acknowledges that under the Bylaws of the Foundation, the Board has the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations or any direction as to the timing, manner or character of distributions from any component fund, if, in the sole judgment of the Board (without the approval of any participating trustee, custodian or agent) such restriction, condition or direction (a) becomes, in effect, unnecessary, impractical, incapable of fulfillment or inconsistent with the charitable scope of the Foundation; (b) is inconsistent with any distribution policy adopted by the Foundation Board; or (c) would result in the imposition of any tax or penalty on, or the loss of any tax benefit, by the Foundation; any donor to the Foundation; or any other person. Future changes to the Foundation's Bylaws shall not, in and of themselves, alter commitments to respect any donor's wishes. Should alterations be necessary, the Foundation Board shall make every reasonable effort to notify donors, or their successors, of the needed changes. The Foundation shall do all within its power to honor its agreements with donors for the duration of the Foundation's existence.



DONOR ADVISED FUND AGREEMENT

Name Of Sponsoring

Donor(s):

Address of Donor(s):

Amount of Donation or credit transferred:

___ Cash gift:

___ Transfer(s)

Name of Fund:

Fund Type:

___ **Donor Advised:** for a specified charitable purpose within the IRS 501(c)(3) guidelines, to be suggested to the Foundation board of directors by the donor and reviewed annually or from time-to-time as needed at the donor's discretion.

___ **Donor Directed:** for specifically designated charitable purpose to be applied for the lifetime of this fund.

Purpose of Fund:

Distribution and Fund Management:

The fund management policy of the Pershing Foundation is to distribute 4% of the balance of the Fund based on a 4-year rolling average of the fund's value computed after the Foundation's annual audit is completed following the fourth quarter of each calendar year for a specified charitable purpose(s), within the IRS 501(c)(3) guidelines.

Distributions will take place annually, following the required thirteen-month maturity period. The first distribution will be _____, 20__.

If all funds (corpus and earnings) are distributed at some point in the future based on this model, the special named fund will be dissolved and no future distributions will be made. Further, if the intended purpose of this fund ceases to exist, the remaining balance of the fund will become part of the Pershing Foundation's general/unrestricted fund.

Fund Service Fee: In accordance with the Pershing Foundation fund management policy, a fee of 90 basis points will be assessed on the audited annual net balance of this fund to cover investment and administration on an annual basis.

The donor(s) hereby confirm he/she has been given the following documents: Gift Acceptance Policy, Investment Policy, and the Donor Acceptance Policy.

Donor Signature

**Chairman, The Pershing
Foundation Signature**

Date

Date



Administrative

Proposed amendments to the bylaws of each committee will be forwarded to the Board for final approval by a majority vote of the committee members. This vote will be done during a scheduled committee meeting or via electronic means at the discretion of the Committee Chair. A simple majority vote of the Board is required for approval. Once approved, updated bylaws will be provided to each Board member. It shall be the responsibility of the Board Secretary to maintain all records pertaining to the purpose of the amendments and the days of approval.



The Pershing Rifles Foundation, Inc. Document Retention and Destruction Policy

The Sarbanes-Oxley Act includes a provision that applies to our organization: specifically document retention provisions.

This Document Retention and Destruction Policy identifies the record retention responsibilities of staff, volunteers, and members of the board of directors for maintaining and documenting the storage and destruction of the organization's documents and records.

The organization's staff, volunteers, members of the board of directors, committee members are required to honor the following rules:

- a. Paper or electronic documents indicated under the terms for retention in the following section will be transferred and maintained by the board of directors;
- b. All other paper documents will be destroyed after three years;
- c. All other electronic documents will be deleted from all individual computers, data bases, networks, and back-up storage after one year;
- d. No paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation; and
- e. No paper or electronic documents will be destroyed or deleted as required to comply with government auditing standards (Single Audit Act).

Record Retention

The following table indicates the minimum requirements of the organization's document retention policy.

Type of Document	Minimum Requirement
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently

Type of Document	Minimum Requirement
Bank reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes, and leases (expired)	7 years
Contracts (still in effect)	Contract period
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation schedules	Permanently
Duplicate deposit slips	2 years
Employment applications	3 years
Expense analyses/expense distribution schedules	7 years
Year-end financial statements	Permanently
Insurance records, current accident reports, claims, policies, and so on (active and expired)	Permanently
Internal audit reports	3 years
Inventory records for products, materials, and supplies	3 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws, and charter	Permanently
Patents and related papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years

Signature blocks indicating adoption by the board ...



The Pershing Rifles Foundation, Inc. Whistleblower Policy

Federal Law prohibits all corporations including non-profits such as ours from retaliating against employees who report improprieties on their employer's financial management and accounting practices. States other than Arkansas, Georgia, Idaho, Maryland, Mississippi, Montana, Nevada, New Mexico, North Carolina, South Dakota, Texas, Vermont, Virginia, Wisconsin, Wyoming also have state-level law protecting employees from retaliation. The Pershing Rifles Foundation (the "Organization") builds upon the federal and state statutes as follows.

The Sarbanes-Oxley Act includes a provision that applies to our organization: the whistleblower protection provisions. Therefore, we commit ourselves to an internal process for addressing complaints about financial practices that protects whistleblowers from retaliation that federal law says will help our organization to comply with state and federal laws and can help ensure that if there is a problem, it will be investigated and fixed.

The Internal Process

This process is intended to encourage and enable employees and others to raise concerns internally so that the Organization can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees, and volunteers to report concerns about violations of the Organization's Constitution, Bylaws, or policies or suspected violations of laws or regulations that govern the Organization's operations.

Reporting With No Retaliation

It is contrary to the values of the Organization for anyone to retaliate against any board member, officer, employee, or volunteer who in good faith reports a violation of the Organization's Constitution, Bylaws, or policies, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any law or regulation governing the operations of the Organization.

Good Faith is defined as a sincere intention to be fair, open, and honest, regardless of the outcome of the interaction, to include honest intentions when negotiating a contract even if producing unfavorable results. 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 or volunteer status.

Violations are defined as an act or omission by an employer, or an agent thereof, that is materially inconsistent with, and a serious deviation from, standards implemented pursuant to a law, rule, or regulation promulgated under the laws of this State, a political subdivision of this State, or the United States, to protect employees or other persons from health, safety, or environmental hazards while on the employer's premises or elsewhere; or materially inconsistent with, and a serious deviation from, financial management or accounting standards implemented pursuant to a rule or regulation promulgated by the employer or a law, rule, or regulation promulgated under the laws of this State, a political subdivision of this State, or the United States, to protect any person from fraud, deceit, or misappropriation of public or private funds or assets under the control of the employer.

Directors, officers, employees, and volunteers shall share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, employees and volunteers should report to the Foundation's Legal Counsel. However, if an employee or volunteer is not comfortable speaking with the Foundation's Legal Counsel or is not satisfied with the response, that employee or volunteer is encouraged to report to any director of the Organization.

Good Faith A Requirement

Any good faith report, concern or complaint is fully protected by this policy, even if the report, question or concern is, after investigation, not substantiated. Anyone filing a complaint concerning a violation or suspected violation must act in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Organization's Constitution, Bylaws or policies, or applicable law. Reasonable grounds shall be defined as those articulable facts that establish a basis to decide on a course of action. Any allegations that prove not to be substantiated and have been made maliciously, as defined as engaging in ill will or spite, or with the knowledge that they were false will be treated as a serious disciplinary offense.

Accounting Matters

Any person who learns of irregularities in any form of money management or in any form of accounting of money shall immediately notify the Organization's legal counsel. The person may also choose to bypass legal counsel and take their concern directly to any board member. The person will be tasked to cooperate with the process to resolve or correct the concern.

Confidentiality

Upon the request of the complainant, the Organization will use its best efforts to protect the confidentiality of the complainant for any good faith report. Violations or suspected violations will be submitted on a confidential basis by the complainant. They may also be submitted anonymously by emailing the Foundation's Legal Counsel. Reports of violations or suspected violations will be kept confidential to the extent possible, with the understanding that confidentiality may not be maintained where identification is required by law or in order to enable the Organization or law enforcement to conduct an adequate investigation.

Handling of Reported Violations

All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. The complainant will be informed that follow-up has or is occurring within two weeks after the Foundation's Legal Counsel or Chairman or board member has received the complaint or report. [*The Executive Committee shall be informed of all such complaints or reports.*]