

Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form1023 for instructions and the latest information.

Note: If exempt status is approved, this application will be open for public inspection.

Use the "?" buttons throughout this form for help in completing this application. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500.

If you cannot complete required responses within the textbox limits throughout this form, upload your additional narratives with the other required documents.

Part I Identification of Applicant

1 a Full Name of Organization (exactly as it appears in your organizing document) VOTEAMERICA INC		b Care of Name (if applicable)	
c Mailing Address (Number, street and room/suite) 1270 GROVE STREET APT. 301		d City SAN FRANCISCO	
e Country UNITED STATES			
f State CALIFORNIA	g Zip Code + 4 94117	h Foreign Province (or State)	i Foreign Postal Code
2 Employer Identification Number 84-3442002	3 Month Tax Year Ends DECEMBER		4 Person to Contact if More Information is Needed (officer, director, trustee, or authorized representative) LINNEA HOPKINS MACE
5 Contact Telephone Number 615-361-9445		6 Fax Number (optional) 615-523-2281	
7 User Fee Submitted \$600.00			

8 Organization's Website (if available):**9** List the names, titles, and mailing addresses of your officers, directors, and/or trustees.

First Name: DEBRA		Last Name: CLEAVER		Title: PRESIDENT	
Mailing Address: 1270 GROVE STREET		City: SAN FRANCISCO			
State (or Province): CA		Zip Code (or Foreign Postal Code): 94117			
First Name: SUZANNE		Last Name: METZGER		Title: SECRETARY	
Mailing Address: 432 RUGBY ROAD		City: BROOKLYN			
State (or Province): NY		Zip Code (or Foreign Postal Code): 11226			
First Name: CINDY		Last Name: ABRAMSON		Title: TREASURER	
Mailing Address: 315 W. 23RD STREET		City: NEW YORK			
State (or Province): NY		Zip Code (or Foreign Postal Code): 10011			
First Name:		Last Name:		Title:	
Mailing Address:		City:			
State (or Province):		Zip Code (or Foreign Postal Code):			
First Name:		Last Name:		Title:	
Mailing Address:		City:			
State (or Province):		Zip Code (or Foreign Postal Code):			

 Check here to add more officers, directors, and/or trustees.

Part II Organizational Structure

1 You must be a corporation, limited liability company (LLC), unincorporated association, or trust to be tax exempt.

Select your type of organization.

Corporation

At the end of this form, you must upload a copy of your articles of incorporation (and any amendments) that shows proof of filing with the appropriate state agency.

Limited Liability Company (LLC)

At the end of this form, you must upload a copy of your articles of organization (and any amendments) that shows proof of filing with the appropriate state agency. Also, if you adopted an operating agreement, upload a copy, along with any amendments.

Unincorporated Association

At the end of this form, you must upload a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments.

Trust

At the end of this form, you must upload a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments.

2 Enter the date you formed. (MM/DD/YYYY)

11/22/2019

3 Select your state (or U.S. territory) of incorporation or other formation. If you were formed under the laws of a foreign country, select Foreign Country.

California

4 Have you adopted bylaws? If "Yes," at the end of this form, upload a current copy showing the date of adoption. If "No," explain how you select your officers, directors, or trustees.

Yes No

5 Are you a successor to another organization?

Yes No

Answer "Yes" if you have taken or will take over the activities of another organization, you took over 25% or more of the fair market value of the net assets of another organization, or you were established upon the conversion of an organization from for-profit to nonprofit status. If "Yes," complete Schedule G.

Part III Required Provisions in Your Organizing Document

Part III helps ensure that, when you submit this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3).

If you cannot check "Yes" in both Lines 1 and 2, your organizing document does not meet the organizational test. DO NOT file this application until you have amended your organizing document. Remember to upload your original and amended organizing documents at the end of this form.

- 1** Section 501(c)(3) requires that your organizing document limit your purposes to one or more exempt purposes within section 501(c)(3), such as charitable, religious, educational, and/or scientific purposes.

The following is an example of an acceptable purpose clause: The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Does your organizing document meet this requirement?

Yes No

- 1 a** State specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document (Page/Article/Paragraph):

Art 5/para a

- 2** Section 501(c)(3) requires that your organizing document provide that upon dissolution, your remaining assets be used exclusively for section 501(c)(3) exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Depending on your entity type and the state in which you are formed, this requirement may be satisfied by operation of state law.

The following is an example of an acceptable dissolution clause: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Does your organizing document meet this requirement?

Yes No

- 2 a** State specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document (Page/Article/Paragraph) or indicate that you rely on state law.

Art 5/para d

Part IV Your Activities

1 Describe completely and in detail your past, present, and planned activities. Do not refer to or repeat the purposes in your organizing document. For each past, present, or planned activity, include information that answers the following questions:

- a. What is the activity?
- b. Who conducts the activity?
- c. Where is the activity conducted?
- d. What percentage of your total time is allocated to the activity?
- e. How is the activity funded (for example, donations, fees, etc.) and what percentage of your overall expenses is allocated to this activity?
- f. How does the activity further your exempt purposes?

a. VoteAmerica has been organized to provide educational programs to the general public. More specifically, the organization will provide information to the general public throughout the state of California and across the United States on how to register to vote as well as the importance of being an educated and informed voter through civic engagement at a local, state, and national level. By providing these educational programs, VA will help individuals to improve their quality of life.

b. The board of directors will oversee the general implementation of this activity, and it may hire staff as may be necessary to successfully implement the programs and plans. The board of directors has elected to hire Debra Cleaver (currently serving as President of the board) as an employee of the organization to accomplish the day-to-day management and job duties as provided in the attached job description. The board of directors has set a salary for this position in compliance with the conflict of interest policy, with the employed board member not participating in that vote to hire and set compensation. See the attached proposed budgets and job descriptions for staffing planned, but not yet hired. Volunteers may also be recruited as needed in order to further sustain the organization's programs.

c. The organization is incorporated in the state of California and will provide civic education programs throughout the United States in order to reach as many voters as possible. During presidential elections after 2020, staff and volunteers will travel to the five states with the most voting influence. The organization does not have any contracts or lease agreements currently in place for a facility from which its activities could be conducted. However, the organization's board of directors is currently seeking a suitable facility or site for operations. Once a facility is identified, the board of directors will negotiate terms and conditions for the use of said space that will be beneficial to the operations of the organization. See the attached facility-use resolution.

Regular board meetings and administrative duties will be performed from donated space at the homes or offices of board members and volunteers, as well as via teleconference, as needed in order to manage the day-to-day operations and without cost to the organization.

d. The organization will allocate 100% of its time to this activity.

e. No professional fundraising is planned. Funding will be sought through grants and individual/corporate sponsorships. The board of directors and others interested in supporting the work of the organization will develop and implement direct solicitations and grant requests as interest can be identified. On-line contributions will be facilitated at the website. The organization will comply with regulatory requirements for on-line donations as they are developed. No materials have been developed at this time.

f. Educational. By providing ongoing education to eligible voters throughout the United States on civic engagement, the organization will work to help individuals work to address issues and problems locally, statewide, and nationwide, and qualifies as an educational organization under IRC Section 501(c)(3), the instruction of the public on subjects useful to the individual and beneficial to the community.

SEE ATTACHED ACTIVITY NARRATIVE FOR FURTHER DETAIL

Part IV Your Activities (continued)

2 Enter the 3-character NTEE Code that best describes your activities.

Or check here if you want the IRS to select the NTEE Code that best describes your activities.

3 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes" if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program.

 Yes No

4 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors? If "Yes," explain how these related individuals are eligible for goods, services, or funds.

 Yes No

5 Do you or will you support or oppose candidates in political campaigns in any way? If "Yes," explain.

 Yes No

6 Do you or will you attempt to influence legislation? If "Yes," explain how you attempt to influence legislation.

 Yes No

Part IV Your Activities (continued)

- 6 a Did you or will you make an election to have your legislative activities measured by expenditures by filing Form 5768? If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. Yes No

- 7 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other intellectual property? If "Yes," describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. Yes No

- 8 Do you or will you provide educational information to the general public on budgeting, personal finance, financial literacy, saving and spending practices, the sound use of consumer credit, and/or assist individuals and families with financial problems such as credit card debt and foreclosure by providing them with counseling? If "Yes," explain. Yes No

- 9 Do you or will you make grants, loans, or other distributions to organizations? If "Yes," describe the type and purpose of the grants, loans, or distributions, how you select your recipients including submission requirements (such as grant proposals or application forms), and the criteria you use or will use to select recipients. Also describe how you ensure the grants, loans, and other distributions are or will be used for their intended purposes (including whether you require periodic or final reports on the use of funds and any procedures you have if you identify that funds are not being used for their intended purposes). Finally, describe the records you keep with respect to grants, loans, or other distributions you make and identify any recipient organizations and any relationships between you and the recipients. If "No," continue to Line 10. Yes No

Part IV Your Activities (continued)

- 9 a** Do you or will you make grants, loans, or other distributions to organizations that are not recognized by the IRS as tax exempt under section 501(c)(3)? If "Yes," name and/or describe the non-section 501(c)(3) organizations to whom you do or will make distributions and explain how these distributions further your exempt purposes. Yes No

- 9 b** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," name each foreign organization (if not already provided), the country and region within each country in which each foreign organization operates, any relationship you have with each foreign organization, and whether the foreign organization accepts contributions earmarked for a specific country or organization (if so, specify which countries or organizations). If "No," continue to Line 10. Yes No

- 9 c** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. Yes No

- 9 d** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. Yes No

- 9 e** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including periodic reporting requirements, auditing grantees, site visits by your employees or compliance checks by impartial experts, etc., to verify that grant funds are being used appropriately. Yes No

Part IV Your Activities (continued)

- 9 f Do you share board members or other key personnel with the recipient organization(s)? If "Yes," identify the relationships. Yes No

- 9 g When you make grants, loans, or other distributions to foreign organizations, will you check the OFAC List of Specially Designated Nationals and Blocked Persons for names of individuals and entities with whom you are dealing to determine if they are included on the list? Describe any other practices you will engage in to ensure that foreign expenditures or grants are not diverted to support terrorism or other non-charitable activities. Yes No

- 9 h Will you comply with all United States statutes, executive orders, and regulations that restrict or prohibit U.S. persons from engaging in transactions and dealings with designated countries, entities, or individuals, or otherwise engaging in activities in violation of economic sanctions administered by OFAC? Yes No

- 9 i Will you acquire from OFAC the appropriate license and registration where necessary? Yes No

- 10 Do you or will you operate in a foreign country or countries? If "Yes," name each foreign country and region within each country in which you do or will operate and describe your operations in each one. If "No," continue to Line 11. Yes No

- 10 a When you conduct activities in foreign countries, will you check the OFAC List of Specially Designated Nationals and Blocked Persons for names of individuals and entities with whom you are dealing to determine if they are included on the list? Describe any other practices you will engage in to ensure that foreign expenditures or grants are not diverted to support terrorism or other non-charitable activities. Yes No

- 10 b Will you comply with all United States statutes, executive orders, and regulations that restrict or prohibit U.S. persons from engaging in transactions and dealings with designated countries, entities, or individuals, or otherwise engaging in activities in violation of economic sanctions administered by OFAC? Yes No

- 10 c Will you acquire from OFAC the appropriate license and registration where necessary? Yes No

Part IV Your Activities (continued)

11 Are you a sponsoring organization that maintains one or more donor advised funds? If yes, please provide a complete description of your program, including the specific advice that such donors may provide. Describe in detail the control you maintain (or will maintain) over the use of the funds. Yes No

12 Do you or will you operate a school? Yes No
If "Yes," complete Schedule B.

13 Is your principal purpose or function to provide hospital or medical care? Yes No
If "Yes," complete Schedule C.

14 Do you or will you provide low-income housing? Yes No
If "Yes," complete Schedule F.

15 Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? Yes No
If "Yes," complete Schedule H - Section I.

16 Check any of the following fundraising activities that you will undertake (check all that apply):

- | | |
|--|--|
| <input checked="" type="checkbox"/> Website, mail, email, personal, and/or phone solicitations | <input checked="" type="checkbox"/> Foundation grant solicitations |
| <input type="checkbox"/> Receive donations from another organization's website | <input type="checkbox"/> Government grant solicitations |
| <input type="checkbox"/> Bingo | <input type="checkbox"/> Other (non-bingo) gaming activities |
| <input type="checkbox"/> Other (describe) | |

We will not engage in fundraising activities.

17 Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements, including the names or descriptions of the organizations for which you raise funds. Yes No

Part V Compensation and Other Financial Arrangements

- 1** Do you or will you compensate officers, directors, or trustees, or do or will you have highest compensated employees, or highest compensated independent contractors? If "No," continue to Line 2. Yes No

In establishing compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors:

- 1 a** Do or will the individuals that approve compensation arrangements follow a conflict of interest policy? Yes No

- 1 b** Do or will you approve compensation arrangements in advance of paying compensation? Yes No

- 1 c** Do or will you document in writing the date and terms of approved compensation arrangements? Yes No

- 1 d** Do or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? Yes No

- 1 e** Do or will you approve compensation arrangements based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Yes No

- 1 f** Do or will you record in writing both the information on which you relied to base your decision and its source? Yes No

- 1 g** Do or will you have any other practices you use to set reasonable compensation? If "Yes," describe these practices. Yes No

- 2** Have you adopted a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to the instructions? If you are a hospital, answer "Yes" if your conflict of interest policy includes provisions consistent with the additional healthcare related provisions in the sample document. If "No," describe the procedures you will follow to ensure that persons who have a conflict of interest will not have influence over setting their own compensation or regarding business deals with themselves. Yes No

- 3** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Yes No

Part V Compensation and Other Financial Arrangements (continued)

- 4 Do you or will you purchase or sell any goods, services, or assets from or to: (i) any of your officers, directors, or trustees; (ii) any family of any of your officers, directors, or trustees; (iii) any organizations in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest; (iv) your highest compensated employees; or (v) your highest compensated independent contractors? If "Yes," describe any such transactions that you made or intend to make, with whom you make or will make such transactions, how the terms are or will be negotiated at arm's length, and how you determine you pay no more than fair market value or you are paid at least fair market value. Yes No

- 5 Do you or will you have any leases, contracts, loans, or other agreements with: (i) your officers, directors, or trustees; (ii) any family of any of your officers, directors, or trustees; (iii) any organizations in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest; (iv) your highest compensated employees; or (v) your highest compensated independent contractors? If "Yes," describe any written or oral arrangements that you made or intend to make, with whom you have or will have such arrangements, how the terms are or will be negotiated at arm's length, and how you determine you pay no more than fair market value or you are paid at least fair market value. Yes No

- 6 Do you or will you contract with another organization to develop, build, market, or finance your facilities? If "Yes," describe each facility, the role of the other organization, and any business or family relationship between the organization and your officers, directors, or trustees. Explain how that entity is selected, how the terms of any contract(s) are negotiated at arm's length, and how you determine you will pay no more than fair market value for services. Yes No

Part V Compensation and Other Financial Arrangements (continued)

- 7 Does or will someone other than your own employees or volunteers manage your activities or facilities? Yes No
- If "Yes," describe the activities or facilities that will be managed by others, the names of the persons or organizations that manage or will manage your activities or facilities, and any business or family relationship between the organization and your officers, directors, or trustees. Explain how these managers were or will be selected, how the terms of any contracts or other agreements were or will be negotiated, and how you determine you will pay no more than fair market value for services.

- 8 Do you participate in any joint ventures, including partnerships or limited liability companies treated as partnerships, in which you share profits and losses with partners? If "Yes," state your ownership percentage in each joint venture, list your investment in each joint venture, describe the tax status of other participants in each joint venture (including whether they are section 501(c)(3) organizations), describe the activities of each joint venture, describe how you exercise control over the activities of each joint venture, and describe how each joint venture furthers your exempt purposes. Yes No

Part VI Financial Data

- 1 Select the option that best describes you to determine the years of revenues and expenses you need to provide.
- You completed less than one tax year.
Provide a total of three years of financial information (including the current year and two future years of reasonable and good faith projections of your future finances) in the following Statement of Revenues and Expenses.
- You completed at least one tax year but fewer than five.
Provide a total of four years financial information (including the current year and three years of actual financial information or reasonable and good faith projections of your future finances) in the following Statement of Revenues and Expenses.
- You completed five or more tax years.
Provide financial information for your five most recent tax years (including the current year) in the following Statement of Revenues and Expenses.

Part VI Financial Data (continued)

A. Statement of Revenues and Expenses

Type of revenue	Current tax year	4 prior tax years or 2 succeeding tax years			
	From: 01/01/2020 To: 12/31/2020	From: 01/01/2021 To: 12/31/2021	From: 01/01/2022 To: 12/31/2022	From: 01/01/2019 To: 12/31/2019	From: _____ To: _____
1 Gifts, grants, and contributions received (do not include unusual grants)	\$12,355	\$1,600,000	\$2,120,000		
2 Membership fees received					
3 Gross investment income					
4 Net unrelated business income					
5 Taxes levied for your benefit					
6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)					
7 Any revenue not otherwise listed above or in lines 9 - 12 below (provide an itemized list below)					
8 Total of lines 1 through 7	\$12,355	\$1,600,000	\$2,120,000	\$0	\$0
9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (provide an itemized list below)					
10 Total of lines 8 and 9	\$12,355	\$1,600,000	\$2,120,000	\$0	\$0
11 Net gain or loss on sale of capital assets (provide an itemized list below)					
12 Unusual grants (provide an itemized list below)					
13 Total Revenue (add lines 10 through 12)	\$12,355	\$1,600,000	\$2,120,000	\$0	\$0
Type of expense	Current tax year	4 prior tax years or 2 succeeding tax years			
14 Fundraising expenses					
15 Contributions, gifts, grants, and similar amounts paid out (provide an itemized list below)					
16 Disbursements to or for the benefit of members (provide an itemized list below)					
17 Compensation of officers, directors, and trustees		\$201,250	\$205,275		
18 Other salaries and wages					
19 Interest expense					
20 Occupancy (rent, utilities, etc.)		\$15,300	\$15,606		
21 Depreciation and depletion					
22 Professional fees	\$4,500	\$18,360	\$18,727	\$2,000	
23 Any expense not otherwise classified, such as program services (provide an itemized list below)	\$5,830	\$1,342,544	\$1,844,478	\$25	
24 Total Expenses (add lines 14 through 23)	\$10,330	\$1,577,454	\$2,084,086	\$2,025	\$0

25 Itemized financial data

SEE ATTACHED FINANCIALS FOR LINE BREAKDOWN

Part VI Financial Data (continued)

B. Balance Sheet (for your most recently completed tax year)		Year End: 12/31/2019
Assets		
1	Cash	\$300
2	Accounts receivable, net	
3	Inventories	
4	Bonds and notes receivable (provide an itemized list below)	
5	Corporate stocks (provide an itemized list below)	
6	Loans receivable (provide an itemized list below)	
7	Other investments (provide an itemized list below)	
8	Depreciable assets (provide an itemized list below)	
9	Land	
10	Other assets (provide an itemized list below)	
11	Total Assets (add lines 1 through 10)	\$300
Liabilities		
12	Accounts payable	\$2,025
13	Contributions, gifts, grants, etc. payable	
14	Mortgages and notes payable (provide an itemized list below)	
15	Other liabilities (provide an itemized list below)	
16	Total Liabilities (add lines 12 through 15)	\$2,025
Fund Balances or Net Assets		
17	Total fund balances or net assets	-\$1,725
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	\$300

19 Itemized financial data

Part VII Foundation Classification

Part VII is designed to classify you as an organization that is either a private foundation or a public charity. Public charity classification is a more favorable tax status than private foundation classification. If you are a private foundation, this part will further determine whether you are a private operating foundation.

1 Select the foundation classification you are requesting from the list below.

- You are described in 509(a)(1) and 170(b)(1)(A)(vi) as an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- You are described in 509(a)(2) as an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- You are described in 509(a)(1) and 170(b)(1)(A)(i) as a church or a convention or association of churches. Complete Schedule A.
- You are described in 509(a)(1) and 170(b)(1)(A)(ii) as a school. Complete Schedule B.
- You are described in 509(a)(1) and 170(b)(1)(A)(iii) as a hospital, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete Schedule C.
- You are described in 509(a)(1) and 170(b)(1)(A)(iv) as an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- You are described in 509(a)(1) and 170(b)(1)(A)(ix) as an agricultural research organization directly engaged in the continuous active conduct of agricultural research in conjunction with a college or university.
- You are described in 509(a)(3) as an organization supporting either one or more organizations described in 509(a)(1) or 509(a)(2) or a publicly supported section 501(c)(4), (5), or (6) organization. Complete Schedule D.
- You are described in 509(a)(4) as an organization organized and operated exclusively for testing for public safety.
- You are a publicly supported organization and would like the IRS to decide your correct classification.
- You are a private foundation.

1 a As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check this box to confirm that your organizing document includes these provisions or you rely on state law.

State specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document (Page/Article/Paragraph) or state that you rely on state law.

1 b Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? Yes No
If "Yes," complete Schedule H - Section II.

1 c Are you a private operating foundation? Yes No

To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations.

Part VII Foundation Classification (continued)

1 d Describe how you meet the requirements for private operating foundation status, including how you meet the income test and either the assets test, the endowment test, or the support test. If you've been in existence for less than one year, describe how you are likely to satisfy the requirements for private operating foundation status.

2 If you have been in existence more than 5 years, you must confirm your public support status. To confirm your qualification as a public charity described in 509(a)(1) and 170(b)(1)(A)(vi) in existence for five or more tax years, you must have received one-third or more of your total support from governmental agencies, contributions from the general public, and contributions or grants from other public charities; or 10% or more of your total support from governmental agencies, contributions from the general public, and contributions or grants from other public charities and the facts and circumstances indicate you are a publicly supported organization. Calculate whether you meet this support test for your most recent five-year period.

i. Did you receive contributions from any person, company, or organization whose gifts totaled more than the 2% amount of line 8 in Part VI-A? Yes No

If "Yes," identify each person, company, or organization by letter (A, B, C, etc.) and indicate the amount contributed by each. Keep a list showing the name of and amount contributed by each of these donors for your records.

ii. Based on your calculations, did you receive at least one-third of your support from public sources or did you normally receive at least 10 percent of your support from public sources and you have other characteristics of a publicly supported organization? Yes No

2 a If you have been in existence more than 5 years, you must confirm your public support status. To confirm your qualification as a public charity described in 509(a)(2) in existence for five or more tax years, you must have normally received more than one-third of your support from contributions, membership fees, and gross receipts from activities related to your exempt functions, or a combination of these sources, and not more than one-third of your support from gross investment income and net unrelated business income. Calculate whether you meet this support test for your most recent five-year period.

i. Did you receive amounts from any disqualified persons? Yes No

If "Yes," identify each disqualified person by letter (A, B, C, etc.) and indicate the amount contributed by each. Keep a list showing the name of and amount contributed by each of these donors for your records.

ii. Did you receive amounts from individuals or organizations other than disqualified persons that exceeded the greater of \$5,000 or 1% of the amount on line 10 of Part VI-A Statement of Revenues and Expenses? Yes No

If "Yes," identify each individual or organization by letter (A, B, C, etc.) and indicate the amount contributed by each. Keep a list showing the name of and amount contributed by each of these donors for your records.

iii. Based on your calculations, did you normally receive more than one-third of your support from a combination of gifts, grants, contributions, membership fees, and gross receipts (from permitted sources) from activities related to your exempt functions and normally receive not more than one-third of your support from investment income and unrelated business taxable income? Yes No

Part VIII Effective Date

In general, a determination letter recognizing exemption of an organization described in section 501(c)(3) is effective as of the date of formation of an organization if: (1) its purposes and activities prior to the date of the determination letter have been consistent with the requirements for exemption; and (2) it has filed an application for recognition of exemption within 27 months from the end of the month in which it was organized.

- 1 Are you submitting this application within 27 months of the end of the month in which you were legally formed? Yes No

If "No," complete Schedule E.

Part IX Annual Filing Requirements

If you fail to file a required information return or notice for three consecutive years, your exempt status will be automatically revoked.

- 1 Certain organizations are not required to file annual information returns or notices (Form 990, Form 990-EZ, or Form 990-N, e-Postcard). If you are granted tax-exemption, are you claiming to be excused from filing Form 990, Form 990-EZ, or Form 990-N? Yes No

If "Yes," are you claiming you are excused from filing because you are:

- A church or association of churches
- An integrated auxiliary (such as a men's or women's organization, religious school, mission society, or religious group)
- A church-affiliated organization (other than a section 509(a)(3) organization) that is exclusively engaged in managing funds or maintaining retirement programs and is described in Revenue Procedure 96-10, 1996-1 C.B. 577
- A school below college level affiliated with a church or operated by a religious order
- A mission society (other than a section 509(a)(3) supporting organization) sponsored by, or affiliated with, one or more churches or church denominations, if more than half of the society's activities are conducted in, or directed at, persons in foreign countries
- An affiliate of a governmental unit that meets the requirements of Revenue Procedure 95-48, 1995-2 C.B. 418 (other than a section 509(a)(3) supporting organization)
- Other (describe)

Part X Signature

- I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, and to the best of my knowledge it is true, correct, and complete.

DEBRA CLEAVER

(Type name of signer)

PRESIDENT

(Type title or authority of signer)

04/08/2020

(Date)

Upload checklist:

- Organizing document (and any amendments)
- Bylaws, if adopted
- Form 2848, Power of Attorney and Declaration of Representative (if applicable)
- Form 8821, Tax Information Authorization (if applicable)
- Supplemental responses (if applicable)
- Expedited handling request (if applicable)

Schedule A. Churches

- 1 Do you have a written creed, statement of faith, or summary of beliefs? If "Yes," describe your written creed, statement of faith, or summary of beliefs. Yes No

- 2 Do you have a literature of your own? If "Yes," describe your literature. Yes No

- 3 Do you have a formal code of doctrine and discipline? If "Yes," describe your code of doctrine and discipline. Yes No

- 4 Describe your religious hierarchy or ecclesiastical government.

- 5 Are you part of a group of churches with similar beliefs and structures? If "Yes," explain. Yes No

- 6 Do you have a form of worship? If "Yes," describe your form of worship. Yes No

- 7 Do you have regularly scheduled religious services? If "Yes," describe the nature of the services. Yes No

- 7 a What is the average attendance at your regularly scheduled religious services?

- 8 Do you have an established place of worship? If "Yes," describe your established place of worship or where you meet to hold regularly scheduled religious services. Yes No

Schedule A. Churches (continued)

9 Do you have an established congregation or other regular membership group? If "No," continue to Line 10. Yes No

9a How many members do you have?

9b Do you have a process by which an individual becomes a member? If "Yes," describe the process. Yes No

9c Do your members have voting rights, rights to participate in religious functions, or other rights? If "Yes," describe the rights your members have. Yes No

9d May your members be associated with another denomination or church? Yes No

9e Are all of your members part of the same family? Yes No

10 Do you conduct baptisms, weddings, funerals, or other religious rites? Yes No

11 Do you have a school for the religious instruction of the young? Yes No

12 Do you have ministers or religious leaders? If "Yes," describe these roles and explain whether the ministers or religious leaders are ordained, commissioned, or licensed after a prescribed course of study. Yes No

13 Do you have schools for the preparation of your ordained ministers or religious leaders? Yes No

14 Do you ordain, commission, or license ministers or religious leaders? If "Yes," describe the requirements for ordination, commission, or licensure. Yes No

15 Do you have other information you believe should be considered regarding your status as a church? If "Yes," explain. Yes No

Schedule B. Schools, Colleges, and Universities

1 Do you normally have a regularly scheduled curriculum, a regular faculty of qualified teachers, a regularly enrolled student body, and facilities where your educational activities are regularly carried on? Yes No

2 Is the primary function of your school the presentation of formal instruction? If "No," continue to Line 3. Yes No

2 a Select the best description(s) of your school:

- Elementary school
- Secondary school
- Charter school
- College or university
- Technical school
- Other school (describe)

3 Are you a public school because you are operated by a state or subdivision of a state or operated wholly or predominantly from government funds or property? If "Yes," explain how you are operated by a state or subdivision of a state. Do not complete the remainder of Schedule B. Yes No

4 Were you formed or substantially expanded at the time of public school desegregation in the school district or county in which you are located? Yes No

5 Has a state or federal administrative agency or judicial body ever determined that you are racially discriminatory? If "Yes," explain. Yes No

6 Has your right to receive financial aid or assistance from a governmental agency ever been revoked or suspended? If "Yes," explain. Yes No

Information Required by Revenue Procedure 75-50 as Modified by Revenue Procedure 2019-22

7 Have you adopted a racially nondiscriminatory policy as to students in your organizing document, bylaws, or by resolution of your governing body? Yes No

State where the policy is located or if adopted by resolution of your governing body.

8 Do your brochures, application forms, advertisements, and catalogues dealing with student admissions, programs, and scholarships contain a statement of your racially nondiscriminatory policy? If "Yes," continue to Line 9. Yes No

8 a By checking this box, you agree that all future printed materials, including website content, will contain the required nondiscriminatory policy statement.

Schedule B. Schools, Colleges, and Universities (continued)

13 List your incorporators, founders, board members, and donors of land or buildings, whether individuals or organizations.

14 Do any of your incorporators, founders, board members, and donors of land or buildings, whether individuals or organizations, have an objective to maintain segregated public or private school education? If "Yes," explain.

Yes No

15 Will you maintain records according to the nondiscrimination provisions contained in Revenue Procedure 75-50? If "No," explain.

Yes No

Schedule C. Hospitals and Medical Research Organizations

1 Are you a medical research organization (an organization whose principal purpose or function is medical research and which is directly engaged in the continuous active conduct of medical research) operated in conjunction with a hospital? If "No," continue to Line 2. Yes No

1 a Name the hospitals with which you have a relationship and describe the relationship.

[Empty text box for hospital relationships]

1 b List your assets showing their fair market value and the portion of your assets directly devoted to medical research,.....

[Empty text box for assets]

Do not complete the remainder of Schedule C.

2 Are you applying for exemption as a cooperative hospital service organization described in section 501(e)? If "Yes," explain. Yes No

[Empty text box for exemption explanation]

Do not complete the remainder of Schedule C.

3 Are all the doctors in the community eligible for staff privileges? If "No," give the reasons why and explain how the medical staff is selected. Yes No

[Empty text box for doctor eligibility explanation]

Schedule C. Hospitals and Medical Research Organizations (continued)

- 4 Do or will you provide medical services to all individuals in your community who can pay for themselves or are able to pay through some form of insurance? If "No," explain. Yes No

- 5 Do you or will you maintain a full-time emergency room? If "Yes," continue to Line 6. Yes No

- 5 a Are you a specialty hospital or would emergency services be duplicative based on your region or locality? Yes No

- 6 Do you provide free or below cost services? If "Yes," describe your policy for determining when and to whom you provide these services and how these services promote the organization's benefit to the community. Yes No

- 7 Do you or will you carry on a formal program of medical training or medical research? If "Yes," describe such programs, including the type of programs offered, the scope of such programs, and affiliations with other hospitals or medical care providers with which you carry on the medical training or research programs. Yes No

- 8 Do you or will you carry on a formal program of community education? If "Yes," describe such programs, including the type of programs offered, the scope of such programs, and affiliation with other hospitals or medical care providers with which you offer community education programs. Yes No

Schedule C. Hospitals and Medical Research Organizations (continued)

- 9** Is your board of directors composed of a majority of individuals who are representative of the community you serve, or do you operate under a parent organization whose board of directors is composed of a majority of individuals who are representative of the community you serve? If "Yes," continue to Line 10. Yes No

- 9 a** List each board member's name and business, financial, or professional relationship with the hospital. Also, identify each board member who is representative of the community and describe how that individual is a community representative. If you operate under a parent organization whose board of directors is not composed of a majority of individuals who are representative of the community you serve, provide the requested information for your parent's board of directors as well.

- 10** Do you operate a facility which is required by a state to be licensed, registered, or similarly recognized as a hospital? If "No," do not complete the rest of Schedule C. Yes No

- 10 a** Do you conduct a community health needs assessment (CHNA) at least once every three years and adopt an implementation strategy to meet the community health needs identified in the assessment as required by section 501(r)(3)? If "No," explain. Yes No

- 10 b** Do you have a written financial assistance policy (FAP) and a written policy relating to emergency medical care as required by section 501(r)(4)? If "No," explain. Yes No

Schedule C. Hospitals and Medical Research Organizations (continued)

10 c Do you both (1) limit amounts charged for emergency or other medically necessary care provided to individuals eligible for assistance under your FAP to not more than amounts generally billed to individuals who have insurance covering such care, and (2) prohibit use of gross charges as required by section 501(r)(5)? If "No," explain. Yes No

10 d Do you make reasonable efforts to determine whether an individual is FAP-eligible before engaging in extraordinary collection actions as required by section 501(r)(6)? If "No," explain. Yes No

Schedule D. Section 509(a)(3) Supporting Organizations

1 List the names, addresses, and EINs of the organizations you support.

--

2 Are all your supported organizations public charities under section 509(a)(1) or (2)? If "Yes," continue to Line 3. Yes No

2 a Are your supported organizations tax exempt under section 501(c)(4), 501(c)(5), or 501(c)(6) and do your supported organizations meet the public support test under section 509(a)(2)? If "No," explain how each organization you support is a public charity under section 509(a)(1) or 509(a)(2). Yes No

--

3 Which of the following describes your relationship with your supported organization(s)?

- A majority of your governing board or officers are elected or appointed by your supported organization(s). (Type I supporting organization)
- Your control or management is vested in the same persons who control or manage your supported organization(s). (Type II supporting organization)
- One or more of your officers, directors, or trustees are elected or appointed by the officers, directors, trustees, or membership of your supported organization(s), or one or more of your officers, directors, trustees, or other important office holders, are also members of the governing body of your supported organization(s), or your officers, directors, or trustees maintain a close and continuous working relationship with the officers, directors, or trustees of your supported organization(s). (Type III supporting organization)

4 Describe how your governing board and officers are selected. If you are a Type III organization, also describe how your officers, directors, or trustees maintain a close and continuous working relationship with the officers, directors, or trustees of your supported organization(s).

--

Schedule D. Section 509(a)(3) Supporting Organizations (continued)

- 5 Do any persons who are disqualified persons (except individuals who are disqualified persons only because they are foundation managers) with respect to you or persons who have a family or business relationship with any disqualified persons appoint any of your foundation managers? If "Yes," (1) describe the process by which disqualified persons appoint any of your foundation managers, (2) provide the names of these disqualified persons and the foundation managers they appoint, and (3) explain how control is vested over your operations (including assets and activities) by persons other than disqualified persons. Yes No

- 6 Do any persons who are disqualified persons (except individuals who are disqualified persons only because they are foundation managers) have any influence regarding your operations, including your assets or activities? If "Yes," provide the names of these disqualified persons, (2) explain how influence is exerted over your operations (including assets and activities), and (3) explain how control is vested over your operations (including assets and activities) by individuals other than disqualified persons. Yes No

- 7 Does your organizing document specify your supported organization(s) by name? Yes No
 If "Yes" and you selected Type I above, continue to Line 8.
 If "Yes," and you selected Type II, do not complete the rest of Schedule D.
 If "No" and you selected Type III above, amend your organizing document to specify your supported organization(s) by name or you will not meet the organizational test and need to reconsider your requested public charity classification; then continue to Line 8.

- 7 a Does your organizing document name a similar purpose or charitable class of beneficiaries as to your supported organization(s)? If "No," amend your organizing document to specify your supported organization(s) by name, purpose, or class or you will not meet the organizational test and need to reconsider your requested public charity classification. Yes No

If you selected Type II above, do not complete the rest of Schedule D.

- 8 Do you or will you receive contributions from any person who alone, or combined with family members or an entity at least 35% controlled by that person, controls any of your supported organizations, or will you receive contributions from any family member of, or an entity at least 35% controlled by, any person who controls any of your supported organizations? If "Yes," explain. Yes No

If you selected Type I above, do not complete the rest of Schedule D.

Schedule D. Section 509(a)(3) Supporting Organizations (continued)

- 9 Do the officers, directors, or trustees of your supported organization have a significant voice in your investment policies, the timing and making of grants, the selection of grant recipients, and in otherwise directing the use of your income or assets? If "Yes," explain. Yes No

- 10 In each taxable year, do you or will you provide each of your supported organizations with (a) a written notice addressed to a principal officer of the supported organization describing the type and amount of all of the support you provided to the supported organization during the immediately preceding taxable year, (b) a copy of your most recently filed Form 990-series return or notice, and (c) a copy of your governing documents? If "No," explain. Yes No

- 11 Do you exercise a substantial degree of direction over the policies, programs, and activities of your supported organization(s) and appoint or elect (directly or indirectly) a majority of the officers, directors, or trustees of your supported organization(s)? If "Yes," explain. Yes No

- 12 Do substantially all of your activities directly further the exempt purposes of one or more supported organizations to which you are responsive by performing the functions of, or carrying out the purposes of, such supported organization(s) and but for your involvement would normally be engaged in by such supported organization(s). If "Yes," explain and do not complete the rest of Schedule D. Yes No

Schedule D. Section 509(a)(3) Supporting Organizations (continued)

13 Do you distribute at least 85% of your annual net income or 3.5% of the aggregate fair market value of all of your non-exempt-use assets (whichever is greater) to your supported organization(s)? If "No," explain. Yes No

13 a How much do you contribute annually to each supported organization?

13 b What is the total annual revenue of each supported organization?

13 c Do you or the supported organization(s) earmark your funds for support of a particular program or activity? If "Yes," explain. Yes No

Schedule E. Effective Date

- 1 Are you applying for reinstatement of exemption after being automatically revoked for failure to file required returns or notices for three consecutive years? If "No," continue to Line 2. Yes No

- 1 a Revenue Procedure 2014-11, 2014-1 C.B. 411, provides procedures for reinstating your tax-exempt status. Select the section of Revenue Procedure 2014-11 under which you want us to consider your reinstatement request.

Section 4. You are seeking retroactive reinstatement under section 4 of Revenue Procedure 2014-11. By selecting this line, you attest that you meet the specified requirements of section 4, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future. Do not complete the rest of Schedule E.

Section 5. You are seeking retroactive reinstatement under section 5 of Revenue Procedure 2014-11. By selecting this line, you attest that you meet the specified requirements of section 5, that you have filed required annual returns, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future.

Describe how you exercised ordinary business care and prudence in determining and attempting to comply with your filing requirements in at least one of the three years of revocation and the steps you have taken or will take to avoid or mitigate future failures to file timely returns or notices. Do not complete the rest of Schedule E.

Section 6. You are seeking retroactive reinstatement under section 6 of Revenue Procedure 2014-11. By selecting this line, you attest that you meet the specified requirements of section 6, that you have filed required annual returns, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future.

Describe how you exercised ordinary business care and prudence in determining and attempting to comply with your filing requirements in each of the three years of revocation and the steps you have taken or will take to avoid or mitigate future failures to file timely returns or notices. Do not complete the rest of Schedule E.

Section 7. You are seeking reinstatement under section 7 of Revenue Procedure 2014-11, effective the date you are filling this application. Do not complete the rest of Schedule E.

- 2 Generally, if you did not file Form 1023 within 27 months of formation, the effective date of your exempt status will be the date you filed Form 1023 (submission date). Requests for an earlier effective date may be granted when there is evidence to establish you acted reasonably and in good faith and the grant of relief will not prejudice the interests of the government.

Check this box if you accept the submission date as the effective date of your exempt status. Do not complete the rest of Schedule E.

Check this box if you are requesting an earlier effective date than the submission date.

- 2 a Explain why you did not file Form 1023 within 27 months of formation, how you acted reasonably and in good faith, and how granting an earlier effective date will not prejudice the interests of the Government.

You may want to include the events that led to the failure to timely file Form 1023 and to the discovery of the failure, any reliance on the advice of a qualified tax professional and a description of the engagement and responsibilities of the professional as well as the extent to which you relied on the professional, a comparison of (1) what your aggregate tax liability would be if you had filed this application within the 27-month period with (2) what your aggregate liability would be if you were exempt as of your formation date, or any other information you believe will support your request for relief.

Schedule F. Low-Income Housing

- 1 Describe each facility including the type of facility, whether you own or lease the facility, how many residents it can accommodate, the current number of residents, and whether the residents purchase or rent housing from you.

- 2 Describe who qualifies for your housing in terms of income levels or other criteria and explain how you select residents.

- 3 Do you meet the safe harbor requirements outlined in Revenue Procedure 96-32, 1996-1 C.B. 717, which provides guidelines for providing low-income housing that will be treated as charitable, including for each project that (a) at least 75 percent of the units are occupied by residents that qualify as low-income and (b) either at least 20 percent of the units are occupied by residents that also meet the very low-income limit for the area or 40 percent of the units are occupied by residents that also do not exceed 120 percent of the area's very low-income limit, and less than 25 percent of the units are provided at market rates to persons who have incomes in excess of the low-income limit? Yes No

- 4 Is your housing affordable to low-income residents? If "Yes," describe how your housing is made affordable to low-income residents. Yes No

- 5 Do you impose any restrictions to make sure that your housing remains affordable to low-income residents? If "Yes," describe these restrictions. Yes No

Schedule F. Low-Income Housing (continued)

6 In addition to rent or mortgage payments, do residents pay periodic fees or maintenance charges? If "Yes," describe what these charges cover and how they are determined. Yes No

7 Do you provide social services to residents? If "Yes," describe these services. Yes No

8 Do you participate in any government housing programs? If "Yes," describe these programs. Yes No

Schedule G. Successors to Other Organizations

1 List the name, last address, and EIN of your predecessor organization and describe its activities.

2 List the owners, partners, principal stockholders, officers, and governing board members of your predecessor organization. Include their names, addresses, and share/interest in the predecessor organization (if for-profit).

3 Are you a successor to a for-profit organization? If "Yes," explain your relationship with the predecessor organization that resulted in your creation and explain why you took over the activities or assets of a for-profit organization or converted from for-profit to nonprofit status; continue to Line 4. Yes No

3 a Explain your relationship with the other organization that resulted in your creation and why you took over the activities or assets of another organization.

Schedule G. Successors to Other Organizations (continued)

- 4 Do or will you maintain a working relationship with any of the persons listed in question 2 or with any for-profit organization in which these persons own more than a 35% interest? If "Yes," describe the relationship. Yes No

- 5 Were any assets transferred, whether by gift or sale, from the predecessor organization to you? If "Yes," provide a list of assets, indicate the value of each asset, explain how the value was determined, and attach an appraisal, if available. For each asset listed, also explain if the transfer was by gift, sale, or combination thereof and describe any restrictions that were placed on the use or sale of the assets. Yes No

- 6 Were any debts or liabilities transferred from the predecessor for-profit organization to you? If "Yes," provide a list of the debts or liabilities that were transferred to you, indicating the amount of each, how the amount was determined, and the name of the person to whom the debt or liability is owed. Yes No

- 7 Will you lease or rent any property or equipment to or from the predecessor organization or any persons listed in Line 2 or a for-profit organization in which these persons own more than a 35% interest? If "Yes," describe the arrangement(s) including how the lease or rental value was determined. Yes No

Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures

Section I Public charities and private foundations complete lines 1 through 8 of this section.

- 1 Describe the types of educational grants you provide to individuals, such as scholarships, fellowships, loans, etc., including the purpose, number and amount(s) of grants, how the program is publicized, and if you award educational loans, the terms of the loans.

- 2 Do you maintain case histories showing recipients of your scholarships, fellowships, educational loans, or other educational grants, including names, addresses, purposes of awards, amount of each grant, manner of selection, and relationship (if any) to officers, trustees, or donors of funds to you? If "No," explain. Yes No

- 3 Describe the specific criteria you use to determine who is eligible for your program (for example, eligibility selection criteria could consist of graduating high school students from a particular high school who will attend college, writers of scholarly works about American history, etc.).

- 4 Describe the specific criteria you use to select recipients (for example, specific selection criteria could consist of prior academic performance, financial need, etc.).

Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures (continued)

- 5 Describe any requirement or condition you impose on recipients to obtain, maintain, or qualify for renewal of a grant (for example, specific requirements or conditions could consist of attendance at a four-year college, maintaining a certain grade point average, teaching in public school after graduation from college, etc.).

- 6 Describe your procedures for supervising the scholarships, fellowships, educational loans, or other educational grants. Explain whether you obtain reports and grade transcripts from recipients, or you pay grants directly to a school under an arrangement whereby the school will apply the grant funds only for enrolled students who are in good standing. Also, describe your procedures for taking action if the terms of the award are violated.

- 7 How do you determine who is on the selection committee for the awards made under your program?

- 8 Are relatives of members of the selection committee, or of your officers, directors, or substantial contributors eligible for awards made under your program? If "Yes," what measures do you take to ensure unbiased selections?

Yes No

Do not complete the rest of Schedule H. If you are a private foundation, you will be directed to complete Section II of Schedule H later in the application.

Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures (continued)

Section II

Private foundations complete lines 1 through 7 of this section. Public charities do not complete this section.

1 As a private foundation, do you want this application to be considered as a request for advance approval of grant making procedures? Yes No

If "No," do not complete the rest of Schedule H.

1 a Check the box(es) indicating under which section(s) you want your grant making procedures to be considered.

4945(g)(1) - Scholarship or fellowship grant to an individual for study at an educational institution

4945(g)(3) - Other grants, including loans, to an individual for travel, study, or other similar purposes, to enhance a particular skill of the grantee or to produce a specific product

2 Do you represent that you will (1) arrange to receive and review grantee reports annually and upon completion of the purpose for which the grant was awarded, (2) investigate diversions of funds from their intended purposes, and (3) take all reasonable and appropriate steps to recover diverted funds, ensure other grant funds held by a grantee are used for their intended purposes, and withhold further payments to grantees until you obtain grantees' assurances that future diversions will not occur and that grantees will take extraordinary precautions to prevent future diversions from occurring? Yes No

3 Do you represent that you will maintain all records relating to individual grants, including information obtained to evaluate grantees, identify whether a grantee is a disqualified person, establish the amount and purpose of each grant, and establish that you undertook the supervision and investigation of grants described in Line 2? Yes No

4 Do you or will you award scholarships, fellowships, and educational loans to attend an educational institution based on the status of an individual being an employee of a particular employer? Yes No

If "No," do not complete the rest of Schedule H.

5 Will you comply with the seven conditions and either the percentage tests or facts and circumstances test for scholarships, fellowships, and educational loans to attend an educational institution as set forth in Revenue Procedures 76-47, 1976-2 C.B. 670, and 80-39, 1980-2 C.B. 772, which apply to inducement, selection committee, eligibility requirements, objective basis of selection, employment, course of study, and other objectives? Yes No

6 Do you or will you provide scholarships, fellowships, or educational loans to attend an educational institution to employees of a particular employer? If "No," continue to Line 7. Yes No

6 a Will you award grants to 10% or fewer of the eligible applicants who were actually considered by the selection committee in selecting recipients of grants in that year as provided by Revenue Procedures 76-47 and 80-39? Yes No

7 Do you provide scholarships, fellowships, or educational loans to attend an educational institution to children of employees of a particular employer? Yes No

If "No," do not complete the rest of Schedule H.

7 a Will you award grants to 25% or fewer of the eligible applicants who were actually considered by the selection committee in selecting recipients of grants in that year as provided by Revenue Procedures 76-47 and 80-39? Yes No

If "Yes," do not complete the rest of Schedule H.

Schedule H. Organizations Providing Scholarships, Fellowships, Educational Loans, or Other Educational Grants to Individuals and Private Foundations Requesting Advance Approval of Individual Grant Procedures (continued)

- 7b Will you award grants to 10% or fewer of the number of employees' children who can be shown to be eligible for grants (whether or not they submitted an application) in that year, as provided by Revenue Procedures 76-47 and 80-39? If "Yes," describe how you will determine who can be shown to be eligible for grants without submitting an application, such as by obtaining written statements or other information about the expectations of employees' children to attend an educational institution; do not complete the rest of Schedule H. Yes No

- 7c Will you award grants based on facts and circumstances that demonstrate that the grants will not be considered compensation for past, present, or future services or otherwise provide a significant benefit to the particular employer? If "Yes," describe the facts and circumstances you believe will demonstrate that the grants are neither compensatory nor a significant benefit to the particular employer. In your explanation, describe why you cannot satisfy either the 25% test or the 10% test in questions 7a and 7b. Yes No

4531628



Secretary of State
Articles of Incorporation of a
Nonprofit Public Benefit Corporation

ARTS-PB-501(c)(3)

FILED
SECRETARY OF STATE
STATE OF CALIFORNIA

NOV 22 2019

IMPORTANT — Read Instructions before completing this form.

Filing Fee - \$30.00

Copy Fees - First page \$1.00; each attachment page \$0.50;
Certification Fee - \$5.00

Note: A separate California Franchise Tax Board application is required to obtain
tax exempt status. For more information, go to https://www.ftb.ca.gov.

This Space For Office Use Only

1. Corporate Name (Go to www.sos.ca.gov/business/be/name-availability for general corporate name requirements and restrictions.)

The name of the corporation is VOTEAMERICA, INC.

2. Business Addresses (Enter the complete business addresses. Item 2a cannot be a P.O.Box or "in care of" an individual or entity.)

Table with 4 columns: Address, City, State, Zip Code. Row 1: 1270 GROVE STREET, APT 301, SAN FRANCISCO, CA, 94117. Row 2: (Empty)

3. Service of Process (Must provide either Individual OR Corporation.)

INDIVIDUAL — Complete Items 3a and 3b only. Must include agent's full name and California street address.

Table with 4 columns: Name, Middle Name, Last Name, Suffix, City, State, Zip Code. Row 1: DEBRA, ANNE, CLEAVER, SAN FRANCISCO, CA, 94117.

CORPORATION — Complete Item 3c. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) — Do not complete Item 3a or 3b

4. Purpose Statement

Item 4a: One or both boxes must be checked.

Item 4b: If "public" purposes is checked in Item 4a, or if you intend to apply for tax-exempt status in California, you
must enter the specific purpose in Item 4b.)

- a. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under
the Nonprofit Public Benefit Corporation Law for: [X] public purposes. [] charitable purposes.
b. The specific purpose of this corporation is to PROVIDE EDUCATIONAL PROGRAMS TO THE PUBLIC

5. Additional Statements (See Instructions and Filing Tips.)

- a. This corporation is organized and operated exclusively for the purposes set forth in Article 4 hereof within the meaning of Internal
Revenue Code section 501(c)(3).
b. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence
legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of
statements) on behalf of any candidate for public office.
c. The property of this corporation is irrevocably dedicated to the purposes in Article 4 hereof and no part of the net income or assets
of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
d. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and
liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated
exclusively for charitable, educational and/or religious purposes and which has established its tax-exempt status under Internal
Revenue Code section 501(c)(3).

6. Read and Sign Below (This form must be signed by each incorporator. See Instructions. Do not include a title.)

Signature

[Handwritten Signature]

DEBRA ANNE CLEAVER

Type or Print Name

**BYLAWS
OF
VOTEAMERICA, INC.**

**ARTICLE 1.
PRINCIPAL OFFICE**

- 1.1 The principal office of this corporation shall be initially located in the City of San Francisco in the County of San Francisco, California, and thereafter at any other location as may be established by the Board of Directors from time to time.

**ARTICLE 2.
MEMBERSHIP**

- 2.1 Identity of Member. This corporation shall have a single statutory member as defined by California Corporation Code Section 5056. The sole member of this corporation shall be the original incorporator, Debra Anne Cleaver, a woman domiciled as of January 2020 on Grove Street in San Francisco, California (the "Member").
- 2.2 Successor Members. The Member may designate a successor member, who shall become the Member without further corporate action or amendment of these Bylaws, only upon the Member's death, resignation, or incapacity. The Member may name or change the successor member by delivering a written designation to the President or Secretary of the corporation.
- 2.3 Incapacity. The Member's incapacity for purposes of these Bylaws shall be deemed to exist when it has been declared by a court of competent jurisdiction, or when a conservator for such Member has been appointed, or upon execution of a certificate by a physician licensed to practice in the State of California or wherever such Member may then reside, which states the doctor's opinion that such Member is, by reason of advanced age, infirmity, mental or physical illness, or other disability, unable adequately to provide for his or her personal needs or to manage his or her financial affairs. The effective date of such incapacity shall be the date of the decree adjudicating the incapacity, the date of the decree appointing the conservator, or the date of the doctor's certificate, as the case may be.
- 2.4 Actions of Member. All actions of the Member shall be evidenced by a writing signed by the Member and delivered to an officer of this corporation, which shall be filed by the Secretary with the proceedings of the Board.
- 2.5 Non-liability. The Member shall not be liable for the debts, liabilities, or obligations of this corporation by virtue of such membership.
- 2.6 Assessments. Membership in this corporation shall not be assessable.

- 2.7 Transferability of Memberships. Membership in this corporation, or any right arising therefrom, may not be transferred or assigned except as set forth in Section 2.2. Any other attempted transfer shall be void.
- 2.8 Termination of Membership. Membership shall continue until the Member's death, incapacity, or until such time as the Member resigns in a writing delivered to the Secretary or President of this corporation. In that event, if no successor member has been designated and so this corporation shall have no member, all rights of the Member shall vest in this corporation's Board of Directors.

ARTICLE 3. MEMBER RIGHTS

3.1 Voting Rights

- (A) Exclusive to Member. Subject to these Bylaws, the Member shall have the exclusive right to vote, as set forth in these Bylaws, on: the designation of all Directors; the removal of all Directors with or without cause; and filling any vacancy caused by the removal or resignation of a Director; provided that the Board may vote to recommend any of the above actions to the Member.
- (B) Rights of Member to Approve in Addition to Board. The written approval of the Member of this corporation shall be required, in addition to approval by the Board, for any of the following actions to be effective:
- (i) Any amendments to these Bylaws;
 - (ii) Any amendments to the Articles of Incorporation of this corporation;
 - (iii) Any change in the authorized number of directors, whether fixed in the Bylaws or by the Board within a range stated in the Bylaws, or changing the Bylaws from a fixed number of directors to a range or vice versa;
 - (iv) The disposition of all or substantially all of the assets of this corporation; and
 - (v) Any merger of this corporation.
- (C) Approval of Voluntary Dissolution. The voluntary dissolution of this corporation may be approved by the Member of this corporation acting unilaterally, or by the Board and the Member, as provided in the California Nonprofit Public Benefit Law.

- (D) Other Matters. The Member shall have the right to vote on any other matters that may properly be presented to the Member for a vote, pursuant to this corporation's Articles, Bylaws, or action of the Board of Directors, or by operation of law.

3.2 Member Inspection Rights.

- (A) Articles and Bylaws. This corporation shall keep at its principal office current copies of the Articles of Incorporation and Bylaws of this corporation, which shall be open to inspection by the Member at all reasonable times. If this corporation has no principal office in California, the Secretary shall furnish such copies to the Member on written request therefore.
- (B) Accounting Records; Minutes. On written request, the Member (in person or through an agent or attorney) may inspect and copy the accounting books and records of this corporation and the minutes of the proceedings of the Member, the Board, or any Board Committee, at any reasonable time and for a purpose reasonably related to the Member's interests as a Member.
- (C) Membership Records. The right of the Member to have access to the membership records of this corporation shall be governed by Sections 6330 through 6332 of the California Nonprofit Public Benefit Corporation Law.

- 3.3 Other Rights. In addition to the rights described in these Bylaws, the Member of this corporation shall have any other rights afforded voting members under the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4. MEMBER MEETINGS AND VOTING

- 4.1 Member Voting. The Member shall have one vote on each matter on which members are entitled to vote.
- 4.2 Member Meetings. There shall be no requirement for a regular or annual meeting of the Member. Unless a special membership meeting is called as provided in Section 4.3, the Member shall meet at such time, date, and place as she or he determines from time to time in order to elect or remove Directors and take any other action as may come before the meeting.
- 4.3 Special Meetings of the Member. Special membership meetings may be called by the Board of Directors, the President, or the Member.
- 4.4 Action by Written Consent. Any action required or permitted to be taken at a meeting, may be taken without a meeting if the Member consents to such action in writing. If action is taken by written consent, the consent shall be filed with the corporate minutes. Written consent shall include electronic mail or facsimile transmitted by a member in compliance with Section 10.5

and Section 10.6 of these Bylaws. The action by written consent shall have the same force and effect as the vote of the Member.

ARTICLE 5. BOARD OF DIRECTORS

- 5.1 Corporate Powers; Exercise by Board. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.
- 5.2 Number of Directors. The number of directors shall be not less than three nor more than five, with the exact authorized number of directors to be fixed from time to time by resolution of the Board of Directors and approval of the Member, as provided in Section 3.1 (B).
- 5.3 Limitations on Interested Persons. At all times, not more than forty-nine percent of the directors of this corporation may be interested persons. An interested person means either:
- (A) any person currently being compensated by this corporation for services rendered to the corporation within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or
 - (B) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.
- 5.4 Limitations on Member-Affiliated Directors. At all times, not more than a minority of the directors of the corporation shall consist of individuals in any of the following categories:
- (A) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of the Member; or
 - (B) any current employee of the Member, or individual otherwise compensated by the Member for services rendered to the Member within the previous 12 months; or
 - (C) any individual who owes fiduciary duties to the Member.
- 5.5 Limitations on Director Political Involvement. Any director who declares his or her intent to run for state-wide or federal office, or who accepts a paid position with the campaign of a candidate for state-wide or federal office, or who accepts a paid position with a political party or with any other organization that exists primarily to support or oppose candidates for elected office (including any entity exempt under Section 527 of the Internal Revenue code as a political organization) (each, a "Disallowed Involvement"), shall be deemed to have resigned without

further corporate action, such resignation being effective as of the date of declaration or acceptance of the Disallowed Involvement.

- 5.6 Election and Term of Office of Directors. The President of this corporation shall be an ex-officio Director. All other Directors shall be designated annually by action of the Member for terms of one year, or until their resignation or removal, as provided in Section 5.8. Directors may serve any number of consecutive terms.
- 5.7 Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies among directors shall be filled by the Member for the unexpired portion of the term.
- 5.8 Resignation and Removal of Directors. Resignations shall be effective upon receipt in writing by the President, or Secretary of this corporation, unless a later effective date is specified in the resignation. The Member shall have the exclusive right to remove any director, with or without cause at any time, provided that the Board may recommend to the Member the removal of any director with or without cause at any time.
- 5.9 Annual Board Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the President, or any two directors, and noticed in accordance with Section 5.11.
- 5.10 Special Board Meetings. Special meetings of the Board of Directors may be called by the President, or any two directors, and noticed in accordance with Section 5.11.
- 5.11 Notice Notice of the annual meeting and any special meetings of the Board of Directors shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Section 10.5 and Section 10.6 of these Bylaws.
- 5.12 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides in writing a waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.
- 5.13 Quorum. A majority of the total number of directors then in office shall constitute a quorum. In no event shall the required quorum be less than one-fifth of the authorized number of directors

or two directors, whichever is larger. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Section 5.7 (Filling Board Vacancies), Section 5.14 (Taking Action Without a Meeting), Section 6.1 (Appointing Board Committees), Section 8.3 (Approving Self-Dealing Transactions), Section 9.2 (Approving Indemnification), and Section 10.7 (Amendments) of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such a meeting.

- 5.14 Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board (other than any director interested in a transaction so approved) shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors.
- 5.15 Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Section 10.5 and Section 10.6, so long as all of the following apply:
- (A) each director participating in the meeting can communicate with all of the other directors concurrently; and
 - (B) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
- 5.16 Standard of Care, General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:
- (A) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;
 - (B) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
 - (C) a committee upon which the director does not serve that is composed exclusively of any combination of directors or persons described in (A) or (B) above, as to matters within the committee's designated authority, provided that the director believes such committee

merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 8 below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which this corporation, or assets held by it, are dedicated.

5.17 Standard of Care, Investments. Except with respect to assets held for use or used directly in carrying out this corporation's public or charitable activities, in managing and investing this corporation's investments, the Board shall adhere to the standards set forth in Section 5.16 and shall: (A) consider the charitable purposes of this corporation; (B) act in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (C) consider:

- (i) general economic conditions;
- (ii) the possible effect of inflation or deflation;
- (iii) the expected tax consequences, if any, of investment decisions or strategies;
- (iv) the role that each investment or course of action plays within the overall portfolio;
- (v) the expected total return from income and appreciation of investments;
- (vi) this corporation's other resources;
- (vii) the needs of this corporation to make distributions and to preserve capital; and
- (viii) an asset's special relationship or special value, if any, to the charitable purposes of this corporation.

Board decisions about an individual investment shall be made not in isolation but rather in the context of this corporation's portfolio of investments as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to this corporation.

Notwithstanding the above, no investment violates this Section where it conforms to: (a) the intent of the donor as expressed in a gift instrument; or (b) provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

- 5.18 Director Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.
- 5.19 Compensation of Directors. The Board of Directors may authorize, by resolution, the payment to a director of reasonable compensation for services as a director. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees.
- 5.20 Executive Compensation Review. The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the President (or other individual acting as chief executive officer) and the Treasurer (or other individual acting as chief financial officer), and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such an officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

ARTICLE 6. COMMITTEES

- 6.1 Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:
- (A) approve amendments to the Bylaws of this corporation;
 - (B) approve amendments to the Articles of Incorporation of this corporation;
 - (C) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.
 - (D) set the number of directors within a range specified in these Bylaws;
 - (E) fill vacancies on the Board of Directors or on any Board Committee;
 - (F) fix compensation of directors for serving on the Board or any Board Committee;
 - (G) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

- (H) create any other Board Committees or appoint the members of any Board Committees;
- (I) spend corporate funds to support a nominee for director after there are more nominees than can be elected; or

6.2 Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. On matters requiring Board authority, Advisory Committees shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

6.3 Committee Supervision and Reliance. If a committee is composed and appointed as required by Section 6.1 above (concerning Board Committees), it may act with the authority of the Board to the extent and with the scope provided by the Board. Otherwise, the Board of Directors shall remain responsible for oversight and supervision of the committee as an Advisory Committee. If a committee meets the criteria of Section 5.16(C), the individual directors may rely on it in discharging their fiduciary duties as provided in that Section.

6.4 Audit Committee. For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations:

- (A) members of the finance committee, if any, shall constitute less than one-half of the membership of the Audit Committee;
- (B) the chair of the Audit Committee may not be a member of the Finance Committee, if any;
- (C) the Audit Committee may not include any member of the staff, including the President (or other individual then serving the role of Chief Executive Officer) and Treasurer (or other individual then serving the role of Chief Financial Officer);
- (D) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and
- (E) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

The Audit Committee shall: (1) recommend to the full Board of Directors for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) subject to approval of the full Board, negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine

whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

6.5 Meetings

- (A) Meetings of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article 5 of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.
- (B) Meetings of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE 7. OFFICERS

- 7.1 Officers. The officers of this corporation shall be a President (or other Chief Executive Officer), a Secretary, and a Treasurer (or other Chief Financial Officer). The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that the Secretary or Treasurer may not serve concurrently as the President (or Chair of the Board, should such office be created).
- 7.2 Election. The officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.
- 7.3 Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.
- 7.4 Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

- 7.5 Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.
- 7.6 President. The President shall be the chief executive officer and general manager of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers (except for the Chair of the Board, should such office be created) and employees of this corporation. The President shall have the general powers and duties of management usually vested in the office of president of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The President shall also be an ex-officio Board Director, and shall chair Board meetings.
- 7.7 Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Member and the Board of Directors and its committees, if any, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books and membership records of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.
- 7.8 Treasurer. The Treasurer shall be the chief financial officer of this corporation, and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE 8. CERTAIN TRANSACTIONS

- 8.1 Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.
- 8.2 Self-Dealing Transactions. Except as provided in Section 8.3, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within Section 5233(b) of the California Nonprofit Public Benefit Corporation Law.
- 8.3 Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to

this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the foregoing requirements, provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with such requirements and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

ARTICLE 9. INDEMNIFICATION AND INSURANCE

- 9.1 Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.
- 9.2 Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the Member. At that meeting, the Member shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, the Member shall authorize indemnification to the extent permitted thereby.
- 9.3 Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that: (a) the requested advances are reasonable in amount under the circumstances; and (b) before any advance is made, the agent will submit a written

undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

- 9.4 Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

ARTICLE 10. MISCELLANEOUS

- 10.1 Fiscal Year. The fiscal year of this corporation shall begin on January 1 and end on December 31.
- 10.2 Contracts, Notes, and Checks. Except as otherwise specifically determined by resolution of the Board of Directors -- or as otherwise required by law -- contracts, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation may only be signed by the President. The President may, at her sole discretion, authorize other staff members to sign contracts, checks, drafts, promissory notes, or orders for the payment of money.
- 10.3 Annual Reports to the Member and Directors
- (A) Financial Report. Unless this corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to all of the directors and the Member of this corporation containing the following information:
- (i) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;
 - (ii) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - (iii) the revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
 - (iv) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and

(v) any information required by Section 10.3 (B) below.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation. The report and any accompanying material may be sent by electronic transmission in compliance with Section 10.5 and Section 10.6 of these Bylaws.

If this corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, the report described above must still be furnished to the Directors, but must only be furnished to the Member if the member requests the report in writing.

(B) Certain Transactions Report. Unless this corporation furnishes the Annual Financial Report required by Section 10.3 (A) above, within 120 days after the end of this corporation's fiscal year, the Board shall furnish a written report to the Member and directors of this corporation containing the following:

- (i) a description of any transaction during the previous fiscal year involving \$50,000 or more between this corporation (or its parent or subsidiary, if any) and any of its directors or officers (or those of its parent or subsidiary, if any) or any holder of more than ten percent of the voting power of this corporation (or its parent or subsidiary, if any), including the names of the interested persons, their relationship to this corporation, the nature of their interest in the transaction and, where practicable, the value of such interest; and
- (ii) the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 that were paid during the fiscal year to any director or officer of this corporation, and that were not approved by the Member of this corporation.

If no transaction required to be reported has occurred during the fiscal year, no report is required for that fiscal year.

10.4 Required Financial Audits. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (A) by making them available at this corporation's principal, regional, and district offices during regular business hours and (B) either by mailing a

copy to any person who so requests in person or in writing or by posting them on this corporation's website.

- 10.5 Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (A) for electronic transmissions from this corporation, this corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (B) for electronic transmissions to this corporation, this corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (C) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.
- 10.6 Electronic Transmissions to the Member. An electronic transmission by this corporation to the Member is valid only if the following requirements have been satisfied:
- (A) the Member has affirmatively consented (and has not withdrawn consent) to the use of electronic transmissions, as required by Section 10.5; and
 - (B) prior to or at the time of consenting, the Member received a clear written statement informing him or her of:
 - (i) any right or option to have the transmissions provided or made available on paper or in non-electronic form;
 - (ii) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from this corporation; and
 - (iii) the procedures the Member must use to withdraw consent.
- 10.7 Amendments. All amendments to this corporation's Bylaws or Articles of Incorporation, irrespective of content, shall require resolution of the Board and the written consent of the Member.
- 10.8 Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, Suzanne Metzger, certify that I am presently the duly elected and acting Secretary of VOTEAMERICA, INC., a California nonprofit public benefit corporation, and that the Bylaws, consisting of 16 pages (inclusive of this page), are the Bylaws of this corporation as adopted by Action of Sole Incorporator, on February 21th, 2020.



Suzanne Metzger, Secretary

TITLE	Bylaws of VoteAmerica - EXECUTED
FILE NAME	VoteAmerica Sole ... - FINAL (5).pdf
DOCUMENT ID	2369f40d1c9178cec588c74501b009adf320409e
AUDIT TRAIL DATE FORMAT	MM / DD / YYYY
STATUS	● Completed

Document History



SENT

02 / 21 / 2020

22:20:31 UTC

Sent for signature to Suzanne Metzger
(suzanneametzger@gmail.com) from
jordan@democracybuilders.org
IP: 208.185.211.138



VIEWED

02 / 25 / 2020

17:32:12 UTC

Viewed by Suzanne Metzger (suzanneametzger@gmail.com)
IP: 63.116.247.92



SIGNED

02 / 25 / 2020

17:33:54 UTC

Signed by Suzanne Metzger (suzanneametzger@gmail.com)
IP: 63.116.247.92



COMPLETED

02 / 25 / 2020

17:33:54 UTC

The document has been completed.

Tax Information Authorization

► Go to www.irs.gov/Form8821 for instructions and the latest information.
 ► Don't sign this form unless all applicable lines have been completed.
 ► Don't use Form 8821 to request copies of your tax returns or to authorize someone to represent you.

OMB No. 1545-1165
For IRS Use Only
 Received by: _____
 Name _____
 Telephone _____
 Function _____
 Date _____

1 Taxpayer information. Taxpayer must sign and date this form on line 7.

Taxpayer name and address VOTEAMERICA, INC. 1270 GROVE STREET APT 301 SAN FRANCISCO, CA 94117	Taxpayer identification number(s) 84-3442002	
	Daytime telephone number 415 323-8750	Plan number (if applicable)

2 Appointee. If you wish to name more than one appointee, attach a list to this form. **Check here if a list of additional appointees is attached** ►

Name and address SEE APPOINTEE LIST ATTACHED 1321 MURFREESBORO PIKE, SUITE 610 NASHVILLE, TN 37217	CAF No. _____ PTIN _____ Telephone No. (615) 361-9445 Fax No. (615) 361-9429 Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
---	---

3 Tax Information. Appointee is authorized to inspect and/or receive confidential tax information for the type of tax, forms, periods, and specific matters you list below. See the line 3 instructions.

By checking here, I authorize access to my IRS records via an Intermediate Service Provider.

(a) Type of Tax Information (Income, Employment, Payroll, Excise, Estate, Gift, Civil Penalty, Sec. 4980H Payments, etc.)	(b) Tax Form Number (1040, 941, 720, etc.)	(c) Year(s) or Period(s)	(d) Specific Tax Matters
EXEMPTION FROM INCOME TAX	1023	2020-2021	

4 Specific use not recorded on Centralized Authorization File (CAF). If the tax information authorization is for a specific use not recorded on CAF, check this box. See the instructions. If you check this box, skip lines 5 and 6 ►

5 Disclosure of tax information (you **must** check a box on line 5a or 5b unless the box on line 4 is checked):
a If you want copies of tax information, notices, and other written communications sent to the appointee on an ongoing basis, check this box ►
Note. Appointees will no longer receive forms, publications, and other related materials with the notices.
b If you don't want any copies of notices or communications sent to your appointee, check this box ►

6 Retention/revocation of prior tax information authorizations. If the line 4 box is checked, skip this line. If the line 4 box isn't checked, the IRS will automatically revoke all prior Tax Information Authorizations on file unless you check the line 6 box and attach a copy of the Tax Information Authorization(s) that you want to retain. ►

To revoke a prior tax information authorization(s) without submitting a new authorization, see the line 6 instructions.

7 Signature of taxpayer. If signed by a corporate officer, partner, guardian, partnership representative, executor, receiver, administrator, trustee, or party other than the taxpayer, I certify that I have the authority to execute this form with respect to the tax matters and tax periods shown on line 3 above.

► IF NOT COMPLETE, SIGNED, AND DATED, THIS TAX INFORMATION AUTHORIZATION WILL BE RETURNED.

► DON'T SIGN THIS FORM IF IT IS BLANK OR INCOMPLETE.



<i>Debra Cleaver</i>	04 / 09 / 2020
Signature	Date
DEBRA CLEAVER (PRESIDENT / DIRECTOR)	
Print Name	Title (if applicable)

FORM 8821, TAX AUTHORIZATION INFO, APPOINTEE ATTACHMENT

- 1 Linnea Hopkins Mace
 - 2 Cathy Sheeder
 - 3 The organization has retained the services of Foundation Group, Inc. to advise us concerning issues of nonprofit
 - 4 formation, 501c3 compliance and completion of Form 1023. Fee paid: \$3000.00
-

TITLE	Form 8821 IRS VoteAmerica
FILE NAME	Form 8821 UNSIGNED_1.pdf
DOCUMENT ID	d95106c157890d1700476797ef5a00e079b37428
AUDIT TRAIL DATE FORMAT	MM / DD / YYYY
STATUS	● Completed

Document History

 SENT	04 / 09 / 2020 20:10:04 UTC	Sent for signature to Debra Cleaver (debra@democracybuilders.org) from jordan@democracybuilders.org IP: 24.6.40.220
 VIEWED	04 / 09 / 2020 20:53:51 UTC	Viewed by Debra Cleaver (debra@democracybuilders.org) IP: 174.194.141.119
 SIGNED	04 / 09 / 2020 20:54:09 UTC	Signed by Debra Cleaver (debra@democracybuilders.org) IP: 174.194.141.119
 COMPLETED	04 / 09 / 2020 20:54:09 UTC	The document has been completed.

RESOLUTION:

The Board of Directors of VoteAmerica, Inc. hereby agrees to the following resolution:

The Board of Directors of VoteAmerica, Inc. agrees that once an operating facility is located and identified, the property will either be purchased or leased in the name of the organization. Transactions will be held at arm's length in conjunction with the conflict of interest policy contained in the corporate bylaws. VoteAmerica, Inc. will not lease facilities from a director, principal officer, or member of a committee with governing board delegated powers.

This resolution was adopted by a majority vote of the Board of Directors on

April 9th, 2020.

Debra Cleaver

Debra Cleaver, President / Director

TITLE	Facility Use Agreement VoteAmerica
FILE NAME	Facility Use Reso...NSIGNED_1 (1).pdf
DOCUMENT ID	352f86e9d022fd144803695cfb9be3055dfa093f
AUDIT TRAIL DATE FORMAT	MM / DD / YYYY
STATUS	● Completed

Document History

 SENT	04 / 09 / 2020 21:31:29 UTC	Sent for signature to Debra Cleaver (debra@democracybuilders.org) from jordan@democracybuilders.org IP: 24.6.40.220
 VIEWED	04 / 09 / 2020 21:36:07 UTC	Viewed by Debra Cleaver (debra@democracybuilders.org) IP: 174.194.141.119
 SIGNED	04 / 09 / 2020 21:36:23 UTC	Signed by Debra Cleaver (debra@democracybuilders.org) IP: 174.194.141.119
 COMPLETED	04 / 09 / 2020 21:36:23 UTC	The document has been completed.

Form 1023, Page 2, Part IV, Activity Narrative

VoteAmerica, Inc. (VA) is a nonprofit organization incorporated in the state of California. The corporation will be engaged in the following activity:

Educational Programs

- A) The activity being conducted is:** VoteAmerica has been organized to provide educational programs to the general public. More specifically, the organization will provide information to the general public throughout the state of California and across the United States on how to register to vote as well as the importance of being an educated and informed voter through civic engagement at a local, state, and national level. By providing these educational programs, VA will help individuals to improve their quality of life.
- B) Who conducts the activity:** The board of directors will oversee the general implementation of this activity, and it may hire staff as may be necessary to successfully implement the programs and plans. The board of directors has elected to hire Debra Cleaver (currently serving as President of the board) as an employee of the organization to accomplish the day-to-day management and job duties as provided in the attached job description. The board of directors has set a salary for this position in compliance with the conflict of interest policy, with the employed board member not participating in that vote to hire and set compensation. See the attached proposed budgets and job descriptions for staffing planned, but not yet hired. Volunteers may also be recruited as needed in order to further sustain the organization's programs.
- C) When the activity is conducted:** The organization will conduct educational programs throughout the year, as needs are identified and as funds become available. The organization believes that the need for civic engagement education is ongoing, and not limited to election season, and will continue to provide this education throughout the year.

The board will meet as needed to discuss administrative and financial matters, set hiring practices, approve staffing and program development, and set compensation packages.

- D) Where the activity is conducted:** The organization is incorporated in the state of California and will provide civic education programs throughout the United States in order to reach as many voters as possible. During presidential elections after 2020, staff and volunteers will travel to the five states with the most voting influence. The organization does not have any contracts or lease agreements currently in place for a facility from which its activities could be conducted. However, the organization's board of directors is currently seeking a suitable facility or site for operations. Once a facility is identified, the board of directors will negotiate terms and conditions for the use of said space that will be beneficial to the operations of the organization. See the attached facility-use resolution.

Regular board meetings and administrative duties will be performed from donated space at the homes or offices of board members and volunteers, as well as via teleconference, as needed in order to manage the day-to-day operations and without cost to the organization.

- E) The activity furthers the following exempt purpose:** Educational. By providing ongoing education to eligible voters throughout the United States on civic engagement, the organization will work to help individuals work to address issues and problems locally, statewide, and nationwide, and qualifies as an educational organization under IRC Section 501(c)(3), the instruction of the public on subjects useful to the individual and beneficial to the community.
- F) The percentage of time allocated to the activity is: 100.00%**
- G) Related literature to support this activity:** A breakdown of program descriptions is included in the attached literature.
- H) Additional Information:** In a democracy, civic engagement is not optional if individuals want to effect positive change within the community. Unfortunately, many individuals, despite seeing opportunities to effect change for the future, do not recognize the critical need for engagement, or even if they do, don't know how to get started. In addition, far too many people see voting and civic engagement as something limited to the few months before elections, and don't realize the importance of staying involved on an ongoing basis. VoteAmerica will provide education throughout the United States on civic engagement, helping individuals address problems in their cities, states, and their country.

The organization's efforts will be nonpartisan, not endorsing any political party, candidate, or platform. The emphasis will be on strengthening the ability of all individuals seeking to make active and positive change on local, state, and federal levels. VA will work to educate members of the public about how they can use civic engagement to address problems that effect every member of society, such as clean water, health care, and more. Events will be organized and held to provide civic education to communities at large and will be held throughout the year with an emphasis on local, state, and federal election days.

Through these events, the organization will provide education and resources on the importance of registering to vote and how to do so in each community. It will also emphasize the importance of being both an informed and an active voter in all elections, no matter how small. VA staff and volunteers will travel to communities throughout California and across the United States in order to present its programs, including to the five states with the most voter influence during presidential elections after 2020. During these events and educational programs, the organization will work to study effective ways to positively influence voter turnout and will share these findings with universities throughout the country who are actively conducting related studies.

VA will provide its educational programs free of charge to all individuals. By providing this education, the organization will help individuals to understand and appreciate the

importance of registering to vote as well as becoming an informed and active voter.

The organization will promote its programs via word of mouth.

Form 1023, Page 6, Part VIII, Question 4a, Fundraising plans

No professional fundraising is planned. Funding will be sought through grants and individual/corporate sponsorships. The board of directors and others interested in supporting the work of the organization will develop and implement direct solicitations and grant requests as interest can be identified. On-line contributions will be facilitated at the website. The organization will comply with regulatory requirements for on-line donations as they are developed. No materials have been developed at this time.

VA has been operating under a fiscal sponsor since incorporation and will reimburse this fiscal sponsor for initial startup fees as funds are available.

Contact

debra.cleaver@gmail.com

www.linkedin.com/in/debracleaver
(LinkedIn)

Top Skills

BEING AWESOME

Product Management

Agile Methodologies

Honors-Awards

Winner, Knight News Challenge on Elections

Winner, Best New Feature, New Tools Shootout

Winner, Best Pitch, StartingBloc Fellowship

Y Combinator Accelerator, Summer 2016

The Blaisdell Distinguished Alumni Award

Debra Cleaver

Founder of Vote.org (YC S16)

Walnut Creek, California

Summary

Founder Vote.org, ElectionDay.org, LongDistanceVote.org.

Generally found at the intersection of technology and democracy.

Data-informed, not data-driven. All around nice person.

Experience

Vote.org

Founder, CEO, President, and Board Director

January 2016 - August 2019 (3 years 8 months)

San Francisco Bay Area

Highlights include:

- * Registering just under 2 million voters since 2016
- * Pioneering the use of peer-to-peer SMS as a voter registration and GOTV tactic in 2016, and then scaling the program to reach millions of voters in 2018
- * Pioneering the use of outdoor advertising as a non-partisan GOTV tactic in Alabama in 2017, and then scaling the program to 29 states in 2018. These billboards were viewed almost 1 BILLION times by 33 million Americans.
- * Pioneering the use of electronic signatures on absentee ballot applications in 2016, and then scaling the program to include voter registration as well in 2018 as a way of enabling young voters to complete, sign, and submit their applications directly from their mobile phones.
- * Running the largest GOTV campaign in American in 2018, and possibly the largest ever.
- * Building a suite of powerful, delightful, web applications that enable voters to do everything from register to vote to finding their polling places and giving those tools away for free to any person, organization, or company that wants to use them (www.vote.org/technology).

Long Distance Voter

Founder, CEO, President, and Board Director

January 2008 - May 2016 (8 years 5 months)

Long Distance Voter (www.longdistancevoter.org) is the web's most frequently visited site for absentee voters.

- * Official data provider for Google's "How to Vote" project in 2014. This project was viewed 30+ million times.
- * 5.2 million unique visitors to longdistancevoter.org since launch.
- * 129 million Americans voted during the 2012 election. 2 million visited Long Distance Voter first.
- * 200,000+ have registered to vote on the site.
- * 400,000+ have ordered their absentee ballots on the site.
- * 300,000+ have checked their voter registration status.

Change.org

Senior Manager, Product Development

April 2012 - May 2013 (1 year 2 months)

- * Led internationalization and localization efforts. Transformed Change.org from a US-based web property into global destination available in 15 locales (and growing). International users grew 300% during an 8-month period in 2012, resulting in 18+ million new non-US members, and a drastic global redistribution of our user base. End result = rapid global expansion, significant brand gains, and broadly diversified client and user base.
- * Worked closely with five cross-functional teams on growth, engagement, retention and revenue efforts, including piloting ground breaking targeting work done by our Machine Learning team.
- * Led efforts to rebuild and scale the internal marketing team that powers the world's largest email advocacy list (50 million and growing).
- * Delivered a a best-in-breed A/B content testing harness and a system capable of sending over 90 million communications a month. Results include a 300% increase in the number of test-sends per month; drastically reduced cost-per-email-contact; decreased unsubscribe rates; improved sender reputation; and increased customer re-engagement.
- * Utilized agile software development best-practices to deliver 50+ products in 13 months.

TrueCar.com

Senior Product Manager - Advanced Product Team

August 2011 - April 2012 (9 months)

Product Manager for TrueCar's Advanced Product Team. This is the company's "greenfield" group, and is responsible primarily for bringing innovative new initiatives to market through rapid prototyping and iteration. Our work touches on all aspects of the business, including customer acquisition and retention; strategic partnerships and business development; social media integration; consumer advocacy; brand evangelism; and lifecycle marketing.

* Revived and relaunched dormant lifecycle marketing efforts in a timely fashion despite 40% reduction in available resources.

* Acted as product manager for three distinct agile teams in three different offices (and two different cities) without sacrificing product velocity.

MySpace.com

Senior Product Manager - Internal Applications Team

November 2007 - January 2011 (3 years 3 months)

Directed multidisciplinary teams through all phases of product and project life-cycle. Served as product manager for all internally developed legal compliance, security, safety, privacy, and customer service tools. Instrumental in Myspace's efforts to outsource customer care and content review positions. Helped introduce agile software development process enterprise-wide to improve scalability and productivity, and reduce time to market. Highlights include:

* Utilized agile methodologies to successfully roll out new features every other week. Drove 25+ new products from discovery to deployment in one 18-month period.

* Championed law-enforcement and legal compliance software-development, enabling Myspace to become an industry leader in combating online crime.

* Auditor Tools: replaced a manual review process with an automated one, increasing individual productivity upwards of 50x (10,000 images per day as opposed to 200 per day). Reduced staffing costs by \$70,000 and allowed Myspace to properly gauge outsourced vendor efficacy for the first time.

* Vendor Portal: delivered a suite of secure web-applications, which allowed for the outsourcing of 110 positions and a cost-savings of over \$2.5 million per year.

- * Selective Image Review: piloted ground-breaking image review tool which reduced the number of images reviewed by over 50% without compromising Myspace's ability to find and remove offensive content. Realized cost-savings over \$1.2 million dollars per year.

- * RSO Match: delivered industry-first Registered Sex Offender identification tool, allowing Myspace to find sex offenders online, block their accounts, and report them to the authorities.

- * Promoted twice in three years, each time replacing two senior employees.

Civilian Complaint Review Board

Senior Investigator

May 2004 - November 2007 (3 years 7 months)

- * Investigated allegations of criminal and administrative police misconduct within the New York City Police Department. Located and interviewed civilian complainants, victims, and witnesses; interrogated police officers; analyzed police documents, medical records, 911 tapes, media coverage, NYPD Patrol Guide Procedures, and applicable case law; summarized investigative findings into reports which were reviewed by the politically appointed Board of the CCRB; trained and mentored junior investigators; testified at administrative and civil trials as required.

- * Maintained an active docket of 25-30 cases involving dozens of complainants, witnesses and officers and 100s of pages of documentation. Drafted 1000+ pages per year of comprehensive closing reports.

- * Selected to receive advanced training at the Internal Affairs Bureau of the NYPD in various aspects of fiscal analysis; surveillance and interrogation techniques; evidence compilation; crime scene preservation and evaluation; and internal police procedures and policy.

- * Fast-tracked likely misconduct cases to ensure timely prosecution by the NYPD. Consistently maintained one of the highest rates of substantiating misconduct allegations out of 140+ investigators on staff.

- * Served on the Quality of Work Life Committee and the Labor Management Committee. Tasked with defining and implementing policies to improve morale and increase productivity.

* Uncovered long-term, internal investigative misconduct on 2 out of 8 investigative teams, resulting in dozens of cases being re-opened and re-investigated.

Swing the State

Associate Director

April 2004 - December 2006 (2 years 9 months)

Swing the State recruited 1000s of volunteers online, organized 2000+ trips to swing states, and coordinated 10,000+ hours of high-impact voter mobilization. STS had an operating budget of under \$10,000 and was recognized as one of the most cost-efficient organizations to emerge from the 2004 elections.

* Identified, trained and mobilized politically astute voters, civic leaders and cultural taste-makers to lead get out the vote efforts in targeted swing states.

* Established partnerships with recognized progressive leaders such as ACORN, American Coming Together, and League of Conservation Voters to provide high-impact volunteer opportunities.

* Recruited and supervised 50+ regional coordinators who were tasked with matching volunteers with opportunities for voter registration and mobilization efforts. Developed written curriculum for volunteer management and affiliate network building.

* Trained groups of 5-50 volunteers on voter registration and voter mobilization tactics.

* Reduced operating expenses by more than 80% by shifting organization focus away from college students toward more established adults who required less financial assistance to travel to swing states.

Education

Pomona College

Bachelor of Arts, Psychology with a hilariously undeclared minor in Anthropology

School of International Training

Language and Culture, Kenya

Suzanne A. Metzger

Attorney

Committed and creative Attorney experienced in fiduciary compliance, litigation, and labor & employment law.



Work History

2005-11 -
Current

Assistant General Counsel

1199SEIU Benefit & Pension Funds, New York, NY
Provide legal counsel to a collection of 22 self-funded Taft-Hartley multi-employer benefit funds and related organizations with over \$11 billion in assets, serving over 400,000 union members (including defined benefit pension funds, health and welfare funds, training/education and job security funds, a child care fund, and Labor Management Cooperation Act organizations. Duties include ERISA litigation and compliance; ACA compliance, fiduciary compliance; labor and employment management, compliance and litigation; other state and federal statutory compliance work; contracts; support staff supervision.

2003-08 -
2005-11

Associate General Counsel/ Business Agent

UNITE HERE Local 6/Hotel Trades Council, New York, NY
Negotiated, drafted, and obtained ratification of collective bargaining agreements with twenty-five individual private Manhattan clubs; Represented and negotiated grievances for individual union members; Represented the union in mediation of contractual interpretation issues and challenges to disciplinary actions against major hospitality corporations; Advised Union officers on issues relating to civil rights, wage and hour laws, workplace safety and health issues, labor law, union governance, and all aspects of their jobs; Assisted drafting of city legislation proposal regarding hotels; Trained and supervised three junior staff attorneys; Oversaw strike and picketing activities.



Contact

Address

432 Rugby Road
Brooklyn, NY, 11226

Phone

(917) 715-8929

E-mail

suzanneametzger@gmail.com



Bar Admission

Admitted to practice in
NY, NJ and MA

2002-05 -

Law Clerk

2003-05

Bacon & Wilson, PC, Springfield, MA

Drafted pre-trial motions, memorandums, and requests for and responses to production of documents in state and federal court on a variety of legal issues, including housing, environmental, employment, tax, property, bankruptcy, and family law.

2002-01 -

Judicial Law Clerk Extern

2002-05

Chambers of Honorable Kenneth P. Neiman, U.S.M.J. Springfield, MA

Researched and drafted multiple opinions and bench memoranda for Magistrate Judge Neiman in the District of Massachusetts, on a variety of federal civil and criminal issue, including social security appeals, federal rules of civil procedure and evidence, employment law, constitutional law, etc.; Assisted in trial preparation, summary judgment hearings, and post-trial matters.

1999-05 -

Policy Analyst Intern

1999-08

San Francisco Commission on the Status of Women, San Francisco, CA

Participated in city-wide task force meetings for implementation of the city's Convention on the Elimination of all Forms of Discrimination Against Women; Drafted reports on current state and local legislature addressing worker protections; Drafted guide on recruiting for a diverse workforce.

**Education**

2000-09 -

J.D.

2003-05

Western New England College School of Law - Springfield, MA

Recipient of Oliver Wendell Holmes Full Scholarship

1997-09 -

Bachelor of Arts: English And Government

2000-05

Smith College - Northampton, MA

CINDY ABRAMSON

315 West 23rd Street, Apt. 7C, New York, NY 10011
 cindy.abramson@gmail.com • (917) 751-7896

Legal Experience**WNET New York Public Media**, New York, NY

Associate Counsel, 2019–present

- Negotiate and draft production and licensing agreements for local and national programming on public television
- Lead attorney for new multi-platform channel *ALL ARTS*
- Provide fair use and additional copyright advice to organization
- Advise on privacy and data retention issues
- Work closely with music services department on clearing music usage for streaming and digital platforms

United States Copyright Office, Washington, D.C.

Assistant General Counsel, 2016–2019

- Provided expert counsel to the U.S. Department of Justice regarding positions to adopt in federal litigation involving significant copyright issues and in litigation against the Copyright Office
- Managed Section 411 litigation regarding rejected registrations and allegations of misrepresentations to the Office
- Served as co-lead on congressionally-requested policy study about the notice and takedown procedures under Section 512 of the Copyright Act
- Drafted proposed and final rulemakings and managed notice and comment process
- Met and engaged with federal agencies and stakeholders regarding matters of copyright policy and practice
- Oversaw responses to Freedom of Information Act (FOIA) requests
- Provided legal assistance to departments in Office as needed
- Selected by the Register of Copyrights for an American Intellectual Property Law Association achievement award

Morrison & Foerster LLP, New York, NY

Litigation Associate, 2009–2015; *Summer Associate*, Summer 2008

- Substantive practice areas included copyright, financial services, class actions, consumer protection, administrative law, and privacy
- Managed cases from initial stages through discovery and trial, settlement, or other final resolution
- Drafted various pleadings and documents, including summary judgment motions, motions to dismiss, mediation statements, settlement agreements, preliminary injunction briefs, and motions to compel
- Prepared budgets and assessed strengths and weaknesses of litigation matters
- Worked with expert witnesses in matters involving licensing fees, copyright, false endorsement, likelihood of confusion, and damages
- Prepared for and took depositions, and prepared for and attended oral arguments and trial proceedings
- Represented clients in responding to subpoenas and in government investigations
- Managed client response to regulator inquiries, including investigations by the CFPB and FTC, and handled negotiation of resolution
- Advised clients on compliance with privacy and data security laws, including the Children's Online Privacy Protection Act (COPPA) and the Fair Credit Reporting Act (FCRA)
- Counseled technology and media clients on potential intellectual property issues/risks arising from new services

JPMorgan Chase, New York, NY

Secondee in Privacy Group, August 2013–December 2013

- Drafted regional privacy and bank secrecy standards
- Provided advice regarding privacy and bank secrecy laws impacting transfer of data to government entities and other third parties
- Oversaw local counsel in various countries in connection with their analysis of international laws governing disclosure of financial information and personal data

NBC Universal, New York, NY

Legal Intern, Summer 2007

- Worked on Bravo reality programs, including *Project Runway* and *Top Chef*
- Drafted participant releases and indemnity agreements
- Drafted applications for reality competition show participants, and coordinated with in-house counsel to ensure compliance with privacy and employment laws

Additional Work Experience

Outdoor Life Network, Stamford, CT

Director of Development, 2003

- Reviewed show proposals and managed producers during production
- Worked with in-house counsel to prepare agreements with producers and to clear music and additional rights
- Worked with outside counsel on liability issues arising during series production

Oxygen Media, New York, NY

Freelance Producer, 2000–2002

- Produced two pilots for Oxygen's interactive division
- Managed production and technology teams in connection with show pilots
- Supervised development of pilot concepts and all aspects of production and post-production

Sci Fi Channel, New York, NY

Manager, East Coast Development, 1998–2000

- Oversaw all East Coast program development
- Worked with in-house counsel to negotiate and finalize production contracts
- Created show concepts internally and managed assignment to outside producers
- Received Excellence Award for work on *Curse of the Blair Witch*, Sci Fi's highest-rated special

20th Century Fox Films, New York, NY

Development Associate: FOX 2000, 1997–1998

- Tracked books and theater for possible rights acquisitions
- Recruited emerging writers and directors
- Prepared story notes on current projects

Dual Assistant to Director, Production and Manager, Publicity: Fox Searchlight Pictures, 1995–1997

- Wrote script notes on current projects
- Screened films for possible acquisition and/or talent
- Organized and coordinated premieres, press screenings, and promotional events

Education

Benjamin N. Cardozo School of Law, J.D., June 2009

Concentrations: Litigation, Intellectual Property

Honors: Senior Notes Editor, Cardozo Arts & Entertainment Law Journal
Recipient, Cardozo Service and Achievement Award
Teaching Assistant, Legal Writing

Activities: Intellectual Property Law Society, Intensive Trial Advocacy Program

Study Abroad: "Law & India" intellectual property seminar in Hyderabad and Delhi

The New School, Bachelor of Arts in Liberal Arts, January 2006

Honors: Dean's List every semester

Study Abroad: Poetry and non-fiction writing program in Assisi, Italy

Publications

- Editor of *Privacy Report* for the Morrison & Foerster Quarterly Financial Services Newsletter
- *Is Implied License the New Fair Use?*, IP Quarterly Newsletter, Summer 2014 (<http://goo.gl/UyoI0C>)
- *Driving Under the Influence (of Google Glass)*, Socially Aware, February 2014 (<http://goo.gl/RvyrYW>)
- *What You Need to Know About the Revised COPPA Rule*, Bloomberg BNA Privacy and Security Law Report, June 2013 (<http://goo.gl/2Oj3VE>)
- *Mixed Signals: Takedown but Don't Filter? A Case for Constructive Authorization*, N.Y.U. I.P. & ENT. L. LEDGER, December 2009 (<http://goo.gl/onXt6q>)
- *Where's the Remote? The Importance of the Location of the Remote Control (and the One Who Uses It) in Determining Liability for Copyright Infringement for Remote Storage DVRs*, 27 CARDOZO ARTS & ENT. L.J. 145 (2009)

Bar Admissions

State of New York; Southern District of New York; Eastern District of New York; Second Circuit

VOTEAMERICA, Inc.**Meeting of the Board of Directors****DATE: March 11th, 2020****CALL TO ORDER by Debra Cleaver at 2:04 PST.****1. Motion to Approve Minutes from March 4th, 2020 Board Meeting.**

Minutes for the virtual board meeting held on March 4th, 2020 were reviewed by the board and approved as presented.

Suzanne motioned, Debra seconded. 3 Ayes.

2. Motion to Approve Compensation Amount for Chief Executive Officer & Approve Debra Anne Cleaver as Chief Executive Officer of VoteAmerica.

A discussion was held regarding the need to hire employees to help us fulfill our activities. The Board of Directors discussed duties that need to be performed and decided the following positions need to be filled.

- Chief Executive Officer

Discussion was then held to determine the qualifications necessary for these positions. See the outline of the qualifications in Exhibit B.

Discussion was then held concerning compensation for the positions identified. As **Board Member Cleaver** is an applicant, they continued to recuse themselves from voting on such matters. In determining a reasonable compensation for employee positions, the 2018 CA Fairpay Report, 2018 Guidestar National Salary Survey, and Glassdoor were considered. Based on our projected budgets, it was determined that \$175,000 was a reasonable amount for the position of Chief Executive Officer for VoteAmerica. See the compensation analysis for the Chief Executive Officer position in Exhibit A.

At that time, it was recognized that Board member, **Debra Anne Cleaver**, is qualified to fill such a position. **Board Member Cleaver** recused themselves from voting, and a vote was taken by the remaining quorum of board members to decide on whether or not to hire **Board Member Cleaver** to fill the position of Chief Executive Officer for VoteAmerica.

Suzanne motioned, Cindy seconds. 2 aye, 1 abstention.

ADJOURNED by Debra Cleaver at 2:08PM PT.

[Minutes continue on next page]

Attachments

- Exhibit A: Compensation Analysis for CEO
- Exhibit B: Chief Executive Officer Job Description



Suzanne Metzger, Secretary

EXHIBIT A**MEMORANDUM****DATE:** January 14th, 2020**TO:** Board of Directors, VoteAmerica**RE:** Compensation Research for Chief Executive Officer

To whom it may concern,

Please find the relevant salary analysis and legal advisories regarding compensation determination for the Chief Executive Officer for VoteAmerica.

Based on our analysis, **we recommend an initial offer of \$175,000 for a Chief Executive Officer based in the San Francisco-Bay Area market.**

Legal Advisory: Obligations & Considerations

Prior to making a determination on salary, please review the advisory provided by the Foundation Group, who is managing VoteAmerica's incorporation process.

Please read: [Compensation Matters](#)

Compensation Analysis

At VoteAmerica, we determine salary ranges through an average of three (3) trusted salary reports:

1. The CA Fairpay Report
2. The Guidestar Salary Guidelines
3. Glassdoor

Initial salary ranges are anchored to the San Francisco-Bay Area market. We then adjust this range to the specific market in which the applicant is located using the [Payscale Cost of Living Calculator](#) to determine a final offer.

Given this, for the position of non-profit Chief Executive Officer, we found the following ranges within the San Francisco-Bay Area market:

- [2018 Fairpay Report](#): The Fairpay Report is a California specific survey of non-profit salaries across functional area.
 - Based on an organization between \$2.5M to \$9M in annual expenses, the salary should be \$144,600 to \$179,228 (Fairpay, 39).
 - For nonprofit CEOs in San Francisco specifically, the range was \$132,861 (25th percentile) to \$200,700 (75th percentile), with a median of \$160,000. (Fairpay, 42)

- [2018 Guidestar Report](#): The Guidestar report is a national survey of non-profit salaries across functional area.
 - Based on an organization between \$2.5M to \$5M in annual budget, the salary should be \$100,355 to \$184,115 (Guidestar, 26).
 - For nonprofit CEOs nationally, the range was \$105,656 (25th percentile) to \$200,839 (75th percentile), with a median of \$142,148. (Guidestar, 36)

- [Glassdoor](#): The range for San Francisco-based Executive Directors (on average, these are less than CEO salaries, but this was the only classification for which there was reliable data) was \$76,000 to \$237,000, with a median of \$141,137 with additional cash bonuses equivalent to \$39,340 on average.

After review, we have determined that an appropriate range would be \$150,000 to \$195,000 when accounting for cost of living increases since the 2018 data was determined, with an initial offer of **\$175,000**.

####

EXHIBIT B

Chief Executive Officer Vote America, Inc.

Job description

The Chief Executive Officer at VoteAmerica is the program strategist, fundraiser, and storyteller in chief. Whether we're talking about building best-in-class civic engagement tools, or running massive outreach campaigns to low-propensity voters -- this job was built for the activist at heart. You'll work across teams to inspire, drive innovation, and ensure we hit our ambitious goals.

The CEO reports to the Board of Directors, and is responsible for setting and achieving goals that will establish VoteAmerica as the #1 get-out-the-vote organization in the United States. You'll ensure the organization creates an operational rhythm that carries us through the long-hours leading up to Election Day. You'll run the ship day-to-day, while crafting a vision and strategy for the next 10 years. Ultimately, as the Chief Executive Officer, you'll steward the organization's consistent achievement of its mission and financial objectives.

These are the required skills for this position:

- 10+ years of experience serving as the chief strategist, program officer, or technologist for a nonprofit organization
- Experience in product management -- you'll shepherd our team of engineers to build best-in-class civic engagement tools
- Background in people management

You will thrive in this role if you're someone that:

- **Board of Directors**
 - Assure that the organization has a long-range strategy which achieves its mission, and toward which it makes consistent and timely progress.
 - Provide leadership in developing program, organizational and financial plans with the Board of Directors and staff, and carry out plans and policies authorized by the board.
 - Promote active and broad participation by volunteers in all areas of the organization's work.
 - Maintain official records and documents, and ensure compliance with federal, state and local regulations.
 - Maintain a working knowledge of significant developments and trends in the field.
- **External Relations**

- See that the board is kept fully informed on the condition of the organization and all important factors influencing it.
 - Publicize the activities of the organization, its programs and goals.
 - Establish sound working relationships and cooperative arrangements with community groups and organizations.
 - Represent the programs and point of view of the organization to agencies, organizations, and the general public.
- **Program Development**
 - Develop annual program plan, inclusive of scaling staff, budget, and capital development.
 - Secure major partnerships to multiply the reach of program efforts.
- **Staff Management**
 - Be responsible for the recruitment, employment, and release of all personnel, both paid staff and volunteers.
 - Ensure that job descriptions are developed, that regular performance evaluations are held, and that sound human resource practices are in place.
 - See that an effective management team, with appropriate provision for succession, is in place.
 - Encourage staff and volunteer development and education, and assist program staff in relating their specialized work to the total program of the organization.
 - Maintain a climate that attracts, keeps, and motivates a diverse staff of top quality people.
- **Organization Operations & Finances**
 - Be responsible for developing and maintaining sound financial practices.
 - Work with the staff, Finance Committee, and the board in preparing a budget; see that the organization operates within budget guidelines.
 - Ensure that adequate funds are available to permit the organization to carry out its work.
 - Jointly, with the president and secretary of the board of directors, conduct official correspondence of the organization, and jointly, with designated officers, execute legal documents.

Salary:

The salary range for this position is commensurate with experience. It's adjusted based on cost of living for other markets.

To Apply:

You'll need a resume and the ability to answer a handful of short questions. We don't require a cover letter, because you don't want to write one and we don't want to read them.

Applications are processed on a rolling basis.

We will stop accepting applications on .

VoteAmerica is an equal opportunity employer. This means that we don't discriminate against people because of their race, ethnicity, sex, age, religion, national origin, marital status, pregnancy, personal appearance, veteran status, disability, sexual orientation, gender identity or expression, family responsibilities, matriculation, genetic information, or political affiliation.

About VoteAmerica

VoteAmerica is a non-profit startup that leverages technology to Get Out The Vote (GOTV) at every stage of the voter lifecycle -- registering voters, educating voters, fighting voter suppression tactics and increasing voter turnout in local, statewide, and federal elections. We believe that Americans want to vote and they will in larger and larger numbers, as we reduce the barriers to accessing the voting booth.





Benefits of working for Vote America:

- **Short commute.** We all work from home and it is just the best.
- **Parent friendly policies.** If you need to take 3-5pm off every day to get your kids from school and make after school snacks, we're totally cool with that.
- **Excellent medical coverage.** Full health, dental and vision for employees and generous coverage for your children.
- **Generous time off.**
- **Retirement.** We offer both a 401(k) because we want you to retire one day.
- **Awesome slack channels.**

#####

TITLE	3.11.20 Minutes VoteAmerica BOD -- CERTIFIED
FILE NAME	Compensation Minu...O [DRAFT] (1).pdf
DOCUMENT ID	a6149e4f48d1541546077472719e739f1fdb0ed0
AUDIT TRAIL DATE FORMAT	MM / DD / YYYY
STATUS	● Completed

Document History

 SENT	03 / 11 / 2020 21:31:12 UTC	Sent for signature to Suzanne Metzger (suzanneametzger@gmail.com) from jordan@democracybuilders.org IP: 73.93.152.165
 VIEWED	03 / 11 / 2020 21:34:50 UTC	Viewed by Suzanne Metzger (suzanneametzger@gmail.com) IP: 63.116.247.92
 SIGNED	03 / 11 / 2020 21:36:10 UTC	Signed by Suzanne Metzger (suzanneametzger@gmail.com) IP: 63.116.247.92
 COMPLETED	03 / 11 / 2020 21:36:10 UTC	The document has been completed.

Managing Director
VoteAmerica (Democracy Builders Fund)

Job description

The Managing Director at VoteAmerica is the program strategist, fundraiser, and storyteller in chief. Whether we're talking about building best-in-class civic engagement tools, or running massive outreach campaigns to low-propensity voters -- this job was built for the activist at heart. You'll work across teams to inspire, drive innovation, and ensure we hit our ambitious goals.

The Managing Director reports to the Board of Directors, and is responsible for setting and achieving goals that will establish VoteAmerica as the #1 get-out-the-vote organization in the United States. You'll ensure the organization creates an operational rhythm that carries us through the long-hours leading up to Election Day. You'll run the ship day-to-day, while crafting a vision and strategy for the next 10 years. Ultimately, as the Chief Executive Officer, you'll steward the organization's consistent achievement of its mission and financial objectives.

The Managing Director will be responsible for the following:

These are the required skills for this position:

- 10+ years of experience serving as the chief strategist, program officer, or technologist for a nonprofit organization
- Experience in product management -- you'll shepherd our team of engineers to build best-in-class civic engagement tools
- Background in people management

You will thrive in this role if you're someone that:

- **Board of Directors**
 - Assure that the organization has a long-range strategy which achieves its mission, and toward which it makes consistent and timely progress.
 - Provide leadership in developing program, organizational and financial plans with the Board of Directors and staff, and carry out plans and policies authorized by the board.
 - Promote active and broad participation by volunteers in all areas of the organization's work.
 - Maintain official records and documents, and ensure compliance with federal, state and local regulations.
 - Maintain a working knowledge of significant developments and trends in the field.
- **External Relations**

- See that the board is kept fully informed on the condition of the organization and all important factors influencing it.
 - Publicize the activities of the organization, its programs and goals.
 - Establish sound working relationships and cooperative arrangements with community groups and organizations.
 - Represent the programs and point of view of the organization to agencies, organizations, and the general public.
- **Program Development**
 - Develop annual program plan, inclusive of scaling staff, budget, and capital development.
 - Secure major partnerships to multiply the reach of program efforts.
- **Staff Management**
 - Be responsible for the recruitment, employment, and release of all personnel, both paid staff and volunteers.
 - Ensure that job descriptions are developed, that regular performance evaluations are held, and that sound human resource practices are in place.
 - See that an effective management team, with appropriate provision for succession, is in place.
 - Encourage staff and volunteer development and education, and assist program staff in relating their specialized work to the total program of the organization.
 - Maintain a climate that attracts, keeps, and motivates a diverse staff of top quality people.
- **Organization Operations & Finances**
 - Be responsible for developing and maintaining sound financial practices.
 - Work with the staff, Finance Committee, and the board in preparing a budget; see that the organization operates within budget guidelines.
 - Ensure that adequate funds are available to permit the organization to carry out its work.
 - Jointly, with the president and secretary of the board of directors, conduct official correspondence of the organization, and jointly, with designated officers, execute legal documents.

Salary:

The salary range for this position is commensurate with experience. It's adjusted based on cost of living for other markets.

To Apply:

**Chief Executive Officer
Vote America, Inc.**

Job description

The Chief Executive Officer at VoteAmerica is the program strategist, fundraiser, and storyteller in chief. Whether we're talking about building best-in-class civic engagement tools, or running massive outreach campaigns to low-propensity voters -- this job was built for the activist at heart. You'll work across teams to inspire, drive innovation, and ensure we hit our ambitious goals.

The CEO reports to the Board of Directors, and is responsible for setting and achieving goals that will establish VoteAmerica as the #1 get-out-the-vote organization in the United States. You'll ensure the organization creates an operational rhythm that carries us through the long-hours leading up to Election Day. You'll run the ship day-to-day, while crafting a vision and strategy for the next 10 years. Ultimately, as the Chief Executive Officer, you'll steward the organization's consistent achievement of its mission and financial objectives.

These are the required skills for this position:

- 10+ years of experience serving as the chief strategist, program officer, or technologist for a nonprofit organization
- Experience in product management -- you'll shepherd our team of engineers to build best-in-class civic engagement tools
- Background in people management

You will thrive in this role if you're someone that:

- **Board of Directors**
 - Assure that the organization has a long-range strategy which achieves its mission, and toward which it makes consistent and timely progress.
 - Provide leadership in developing program, organizational and financial plans with the Board of Directors and staff, and carry out plans and policies authorized by the board.
 - Promote active and broad participation by volunteers in all areas of the organization's work.
 - Maintain official records and documents, and ensure compliance with federal, state and local regulations.
 - Maintain a working knowledge of significant developments and trends in the field.
- **External Relations**
 - See that the board is kept fully informed on the condition of the organization and all important factors influencing it.
 - Publicize the activities of the organization, its programs and goals.

- Establish sound working relationships and cooperative arrangements with community groups and organizations.
- Represent the programs and point of view of the organization to agencies, organizations, and the general public.
- **Program Development**
 - Develop annual program plan, inclusive of scaling staff, budget, and capital development.
 - Secure major partnerships to multiply the reach of program efforts.
- **Staff Management**
 - Be responsible for the recruitment, employment, and release of all personnel, both paid staff and volunteers.
 - Ensure that job descriptions are developed, that regular performance evaluations are held, and that sound human resource practices are in place.
 - See that an effective management team, with appropriate provision for succession, is in place.
 - Encourage staff and volunteer development and education, and assist program staff in relating their specialized work to the total program of the organization.
 - Maintain a climate that attracts, keeps, and motivates a diverse staff of top quality people.
- **Organization Operations & Finances**
 - Be responsible for developing and maintaining sound financial practices.
 - Work with the staff, Finance Committee, and the board in preparing a budget; see that the organization operates within budget guidelines.
 - Ensure that adequate funds are available to permit the organization to carry out its work.
 - Jointly, with the president and secretary of the board of directors, conduct official correspondence of the organization, and jointly, with designated officers, execute legal documents.

Salary:

The salary range for this position is commensurate with experience. It's adjusted based on cost of living for other markets.

To Apply:

You'll need a resume and the ability to answer a handful of short questions. We don't require a cover letter, because you don't want to write one and we don't want to read them.

**Chief of Staff
Vote America, Inc.**

Job description

The Chief of Staff at VoteAmerica is integral to everything that we do, and serves as the chief project manager to shepherd special projects and initiatives from ideation to completion. The COS will be a skilled communicator, and serves as the right-hand to our Chief Executive Officer. You'll work cross-functionally across teams from program to communications to fundraising, and any other team that forms over the next few years. Millions of voters and dozens of national organizations will be impacted by the projects that will be central to this role.

These are the required skills for this position:

- 1+ years of experience supporting C-suite executive
- Background in candidate or issue-based campaigns

You will thrive in this role if you're someone that:

- **Help the CEO maximize her effectiveness.**
 - Managing the CEO's schedule so that it reflects priorities she's set for herself and provides her the focused time she needs on big projects and to attend to the details of running an organization.
- **Manage the CEO's email.**
 - Tracking incoming (sometimes confidential) email, and ensuring that the CEO responds herself when necessary.
- **Meeting prep, facilitation, and follow-up.**
 - Ensuring the CEO walks into all meetings prepared to discuss what's on the agenda, circulating agendas in advance, making sure everyone has the Zoom conference line, taking notes in meetings, and attending to follow-up actions; acting as the primary board and funder liaison inclusive of planning, drafting agendas and day-of execution.
- **Manage day to day logistics.**
 - Managing details of the CEO's work life and logistics for the organization: including booking flights, making sure contracts get signed, and making sure important paperwork doesn't slip through the cracks.
- **Manage special projects.**

Director of Technology
Vote America, Inc.

Job description

The Director of Technology at VoteAmerica is integral to everything that we do, whether we're talking about building best-in-class civic engagement tools, or running massive outreach campaigns to low-propensity voters. This isn't just a regular coding job: you'll work cross-functionally across teams from program to communications to fundraising, and any other team that forms over the next few years. Millions of voters will use the tools you build, and dozens of national organizations will rely on your technology to power their outreach efforts. Intrigued? Keep reading.

These are the required skills for this position:

- 10+ years experience building user-facing web applications.
- Fluency in web development (HTML/CSS/JS) with Python or Ruby and related frameworks
- Experience working with internal and external APIs

We're hoping you bring 1-2 (or more) of these bonus skills:

- Experience with Ruby on Rails
- Experience or interest in security, aws, and other infrastructure/scale related challenges
- Experience scraping websites for data and righting the crimes committed against data
- Experience with advocacy, nonprofit, or campaign work
- Experience working remotely
- Experience working on a small team
- Experience with GitHub, forking, and issue tracking.
- Experience building accessible software and testing for accessibility
- Experience with TDD, rspec, and/or similar approaches to testing

You will thrive in this role if you're someone that:

- Loves the idea of putting your skills and experience to use to help increase voter turnout in a non-partisan fashion
- Is comfortable shipping "good enough" features instead of waiting for them to be perfect
- Likes the idea of working remotely, since we are an all-remote team
- Prefers planning and consistent execution over fire-fighting and chaos
- Loves front-end and feature work more than devops and backend (we do it all, but we primarily build and ship software)
- Can get down with our team motto: "If you get 1% better every day, you'll be over 3600% better in a single year." We think this is the right approach to Life, The Universe and Everything

Salary:

VOTE AMERICA, INC.

Program Descriptions

Program #1: Get Out The Vote (GOTV)

The Get Out The Vote (GOTV) program uses mass marketing techniques (e.g. billboard, radio, newspaper) to inform voters of key election and registration dates, and encourage them to vote. The GOTV program will operate in a number of states determined to be the highest impact opportunities to increase overall voter turnout.

Program #2: Civic Technology

Our civic technology tools will serve as the bedrock our voter registration and turnout platform. We'll provide a free voter information website, where voters will be able to find up-to-date research on key election dates and requirements in their state. In addition, we'll publish a set of tools to help voters register to vote, find their polling place, check their voter registration status, and sign up to receive an absentee ballot, where applicable.

Program #3: Peer to Peer SMS

The Peer to Peer SMS program is voter turnout strategy devised as an ongoing reminder to voters within our database of key election dates, deadlines, and requirements each election cycle. Voters opt-in through one of our civic technology tools, and will be entered into a loop that keeps them up to date throughout the election season.

Program #4: 100 Percent Campaign

The 100 percent campaign aims to allow 100% of eligible voters to register to vote online. The last legislative action on this issue was the Motor Voter Act in the 1970s, which tied voter registration to the DMV. With drivers licenses acquisition rates among younger generations dropping off dramatically, and access to printers to print off and mail voter registration forms in on the decline as well, we're quickly heading toward a situation where over 50% of eligible American voters will have difficulty even registering to vote, let alone voting. This campaign will work to create a pathway to modernization of the Motor Voter Act, education about the needs of modernization, and build tools that bridge that gap in the meantime.

Program #5: Partnerships

Partnerships are how we leverage the success of our civic technology tools and GOTV programs, and multiply the effect through the use of other nonprofit platforms. Costs in this area are usually limited to the cost of integration between our technology products and others, and any operational/consulting support needed to implement the partnership. One potential example

of this could be: we partner with an organization that helps people update their mailing information with the post office after each move, making it easier for people to move and still receive critical mail. We would offer to integrate our voter registration tool for eligible states within their platform, so while voters update their mailing information, they could also submit an update voter registration form.

Page 13		A. STATEMENT OF REVENUES AND EXPENSES			
		Actuals	Proposed	Proposed	Proposed
		1/1/2019	1/1/2020	1/1/2021	1/1/2022
		12/31/2019	12/31/2020	12/31/2021	12/31/2022
Revenue					
40000	Direct Contributions Revenue				
1	40100 Individual/Small business contributions				
	Subtotal Line 1	\$0.00	\$12,355.00	\$1,600,000.00	\$2,120,000.00
13	Total Income/Revenue	\$0.00	\$12,355.00	\$1,600,000.00	\$2,120,000.00

Expenses					
51000	Salaries & Related Expenses				
17	51100 Chief Executive Officer, Debra Cleaver	\$0.00	\$0.00	\$175,000.00	\$178,500.00
18	51200 Salaries & Wages - Other	\$0.00	\$0.00	\$0.00	\$0.00
17	51300 Employee Benefits (not pension)—O, D/T, KE	\$0.00	\$0.00	\$26,250.00	\$26,775.00
18	51400 Employee Benefits (not pension)— Other	\$0.00	\$0.00	\$0.00	\$0.00
23	51500 Payroll Taxes	\$0.00	\$0.00	\$11,074.90	\$11,381.77
	Subtotal Line 17	\$0.00	\$0.00	\$201,250.00	\$205,275.00
	Subtotal Line 18	\$0.00	\$0.00	\$0.00	\$0.00
52000	Operations				
20	52100 Rent/Mortgage/Lease				
	Subtotal Line 20	\$0.00	\$0.00	\$15,300.00	\$15,606.00
23	52200 Office Supplies	\$0.00	\$0.00	\$1,020.00	\$1,040.40
23	52400 Books, Subscriptions, References	\$0.00	\$0.00	\$255.00	\$260.10
23	52500 Licenses and Fees	\$25.00	\$630.00	\$125.00	\$125.00
53000	Contract Services Expenses				
22	53100 Accounting Fees	\$0.00	\$500.00	\$12,240.00	\$12,484.80
22	53200 Legal Fees		\$3,000.00	\$6,120.00	\$6,242.40
22	53300 Professional Fees - Other	\$2,000.00	\$1,000.00	\$0.00	\$0.00
	Subtotal Line 22	\$2,000.00	\$4,500.00	\$18,360.00	\$18,727.20
54000	Travel & Event Expenses				
23	54100 Transportation, Mileage	\$0.00	\$700.00	\$23,460.00	\$23,929.20
23	54200 Lodging	\$0.00	\$0.00	\$11,730.00	\$11,964.60
23	54300 Meals, Per diem	\$0.00	\$0.00	\$11,730.00	\$11,964.60
23	54400 Team Retreats	\$0.00	\$1,000.00	\$20,400.00	\$20,808.00
23	54500 Event & Conference Registration Fees	\$0.00	\$0.00	\$10,200.00	\$10,404.00
55000	Program Expenses				
23	55100 Program #1: Voter Education	\$0.00	\$0.00	\$900,000.00	\$1,400,000.00
23	55200 Program #2: Civic Technology	\$0.00	\$2,000.00	\$100,000.00	\$100,000.00
23	55300 Program #3: Peer to Peer SMS	\$0.00	\$0.00	\$100,000.00	\$100,000.00
23	55400 Program #4: 100 Percent Campaign	\$0.00	\$0.00	\$100,000.00	\$100,000.00
23	55500 Program #5: Academic Research	\$0.00	\$0.00	\$50,000.00	\$50,000.00
56000	Other Expenses				
23	56400 Information Technology and Website		\$1,500.00	\$2,550.00	\$2,601.00
	Subtotal Line 23	\$25.00	\$5,830.00	\$1,342,544.90	\$1,844,478.67
	Total Expenses	\$2,025.00	\$10,330.00	\$1,577,454.90	\$2,084,086.87

Page 14		B. BALANCE SHEET	
		Year end:	
		12/31/2019	
ASSETS			
10000	Checking (Cash)		
1	10100 Cash in Bank- Operating	\$300.00	
	Total Assets	\$300.00	
LIABILITIES			
20000	Payables	\$2,025.00	
	Total Liabilities	\$2,025.00	
EQUITY/ FUND BALANCES			
30000	Unrestricted Net Assets		
	30100 Unrestricted Net Assets	(\$1,725.00)	
	Total Liabilities and Net Assets/Fund Balances	\$300.00	