

## ARTICLES OF INCORPORATION

OF

Sonoma County Vet Connect Inc.

FILED  
Secretary of State  
State of California

1pc FEB 12 2014

I.

The name of this corporation is Sonoma County Vet Connect Inc.

II.

A. This corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

B. The specific purpose of this corporation is to we assist Veterans to find housing. Food and employment.

III.

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

John Crooker  
200 Montgomery Drive, Ste. C, Santa Rosa, California 95404

IV.

The initial street address of this corporation is 200 Montgomery Drive, Ste. C, Santa Rosa, California 95404.

V.

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing of distribution of statements) on behalf of any candidate for public office.

SONOMA COUNTY VET CONNECT, INC.

ATTACHMENT "A"

## VI.

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date below.

Date: 2/10/2014

LegalZoom.com, Inc., Incorporator



By: Cheyenne Moseley, Assistant Secretary

# SONOMA COUNTY VET CONNECT, INC.

## ATTACHMENT "B"

### Conflict of Interest Policy

#### For Officers, Board of Directors and Volunteers

##### Article I – Purpose

1. The purpose of this Officers, Board of Directors, and volunteers conflict of interest policy is to protect Sonoma County Vet Connect, Inc.'s interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer, board member, or volunteer might result in a possible excess benefit transaction.
2. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
3. This policy is also intended to identify "independent" members

##### Article II – Definitions

1. **Interested person** – Any officer, board member, or volunteer who has direct or indirect financial interest, as defined below, is an interested person.
2. **Financial interest** – A person has a financial interest if the person has, directly or indirectly through business, investment, or family:
  - a. An ownership or investment interest in any entity with which SCVC, Inc. has a transaction or arrangement,
  - b. A compensation arrangement with SCVC, Inc. or with any entity or individual with which SCVC, Inc. has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which SCVC, Inc. is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the officers or board members decide that a conflict of interest exists, in accordance with this policy.



3. **Independent Member** – A member shall be considered “independent” for the purposes of this policy if he or she is “independent” as defined in the instructions for the IRS 990 form, or until such definition is available, the board member, or volunteer .
  - a. does not directly or indirectly have a significant business relationship with SCVC, Inc. which might affect independence in decision making;
  - b. is not employed as a board member or volunteer of another corporation where any of SCVC, Inc.’s board members or volunteers serve on that corporation’s compensation committee; and
  - c. does not have a family member who is an executive, employee, or volunteer of SCVC, Inc. or who holds a position that has significant financial relationship with SCVC, Inc.

### **Article III – Procedures**

1. **Duty to disclose** -- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors.
2. **Recusal of Self** -- Any board member may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
3. **Determining Whether a Conflict of Interest Exists** – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors, if a board member, or take a leave of absence if a volunteer.
4. **Procedures for Addressing the Conflict of Interest**
  - a. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The President of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the Board of Directors shall determine whether SCVC, Inc. can obtain within reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

## **5. Violations of the Conflicts of Interest Policy**

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

## **Article IV – Records of Proceedings**

The minutes of the Board of Directors meeting shall contain:

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

## **Article V – Annual Statements**

1. Each Officer, Board Member, & all volunteers shall sign a statement which affirms such person:
  - a. Has received a copy of the conflict of interest policy,
  - b. Has read and understands the policy,
  - c. Has agreed to comply with the policy, and
  - d. Understands Sonoma County Vet Connect, Inc. is non-profit and in order to maintain its IRS non-profit status it must engage primarily in activities which accomplish one or more of its non-profit purposes.
2. Each board member and volunteer shall annually sign a statement which declares whether such person is an independent member.

3. If at any time during the year, the information in the annual statement changes materially, the board member or volunteer shall disclose such changes and revise the annual disclosure form.
4. The Board of Directors shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

#### **Article VI – Periodic Reviews**

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

- a. That no board member or volunteer is receiving compensation for services rendered by Sonoma County Vet Connect, Inc.
- b. Whether partnerships, joint ventures, and arrangements with other organizations or private entities, if any, conform to Sonoma County Vet Connect, Inc.'s written policies, are properly recorded, reflect favorably upon SCVC, Inc. and do not result in inurement or impermissible private benefit or in excess benefit transaction.

#### **Article VII – Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VI, Sonoma County Vet Connect, Inc. may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.



# SONOMA COUNTY VET CONNECT, INC.

## ATTACHMENT "C"

### Harassment Policy For Officers, Board of Directors, Volunteers & Providers

#### A. Policy:

**Section 1.** The members of Sonoma County Vet Connect, Inc., providers, & clients (Veterans) are entitled to a work place free from harassment by anyone. Reported incidents of alleged member/client harassment will be taken to an officer or board member and an investigation will be done by the President or his designate, and if proven, will result in disciplinary action or termination of services if the offender is a client (veteran).

#### B. Prohibited Conduct:

Harassment based on national origin, race, religion, gender or age.

**Section 1.** Harassment of this type is conduct, which creates a hostile work environment characterized by vicious, frequent, and reprehensible instances of harassment based on national origin, race, religion, gender, or age. This would include:

- A. racial or ethnic slurs;
- B. posting or distribution of derogatory bulletins, pictures, cartoons, etc.;
- C. offensive humor, including racial and ethnic jokes;
- D. Derogatory comments or remarks concerning member's age, national origin, religion, gender or race.

**Section 2.** Harassment based on national origin, race, religion, gender, or age has been found to be a violation of the Civil Rights Act, when the harassment creates a hostile environment which goes beyond casual, infrequent, or isolated instances.

**Section 3.** Sexual harassment is defined as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature. This would include:

- A. "Kidding" or "Teasing";
- B. Sexually-oriented or gender-oriented jokes or other offensive humor;
- C. Pressure, however subtle, for sexual activity;
- D. Physical contact, such as patting, touching, brushing against another's body in an inappropriate manner, etc. (SEE NOTE ON LAST PAGE).

- E. Derogatory gender-based comments, cartoons, bulletins, etc.
- Section 4.** This conduct is considered a form of sex discrimination and is prohibited by the Civil Rights Act of 1964 and 1991 (Title VII) when:
- A. Submission or conduct is explicit or implicit or an implied condition of Membership or;
  - B. Submission to or rejection of the conduct is used as a basis for personnel decision affecting the person involved, or;
  - C. The conduct has the purpose or effect of substantially interfering with an individual's work performance or environment.
  - D. Sexual harassment and harassment based on national origin, race, religion, gender, or age is strictly prohibited. Members must be aware that comments, gestures, etc. while not intended to be offensive, may be interpreted as such by others, and act accordingly.

**Section 5.** Incidents of harassment prohibited by this policy, if proven, will result in prompt, corrective action, including discipline up to and including termination of volunteer service, if warranted.

### **C. Procedure (Confidential)**

Harassment based on origin, race, religion, gender or age.

#### **Section 1. Overview**

Any member who feels that he or she has been the victim of such harassment shall notify the president or any board officer/member of Sonoma County Vet Connect, Inc. The President or his designee will notify both parties involved (harassee & harasser) of the receipt of the complaint. The president or designee will promptly, thoroughly and discreetly investigate the complaint. To the extent possible, the member's confidentiality and that of any witnesses and alleged harasser will be protected against unnecessary disclosure (HIPPA requirement will apply). If the investigation reveals that the member has been harassed, necessary disciplinary action will immediately be taken against the appropriate individual(s).

#### **Section 2. Responsibilities of the complainant**

- A. Be knowledgeable as to what constitutes harassment
- B. Inform offender that their actions are not welcome
- C. Document time, place and any witnesses. Collect any physical evidence (letters, notes, etc.)
- D. Report offense to any SCVC board officer/member within 72 hours.



### **Section 3. Responsibility of SCVC Board Officers/Members**

- A. Know and understand the harassment policy of Sonoma County Vet Connect, Inc.
- B. It is the responsibility of all SCVC, Inc. board members to be aware of harassment in our place of volunteer service and to investigate any complaint.
- C. If any volunteer member or provider brings a harassment complaint to your attention you will:
  - 1. Listen
  - 2. Make no judgment
  - 3. Assure member that all information will be kept confidential
  - 4. Collect any physical evidence (ie letters, notes, pictures, etc)
  - 5. Take complete and concise notes
  - 6. Assure member that an immediate investigation will be conducted in a timely manner (should be done within 7 calendar days)
  - 7. Assure member that the complaint will be investigated and that retaliation for bringing forward the complaint will not be tolerated.
- D. Visit with the accused
  - 1. Inform them that a complaint has been filed
  - 2. Let them tell you their side of the incident in question
  - 3. Assure them that immediate action will be taken with the determination of notification of punishment (termination of volunteer service)
- E. Interview any witnesses
- F. Check for any previous behavior
  - 1. Have there been prior allegations by the complainant?
  - 2. Have there been previous allegations toward the harasser?
- G. Based on the investigative process  
At a SCVC, Inc. Board of Directors Meeting (within 30 days)
  - 1. Report all findings to the board who will determine guilt or innocence and jointly confirm disciplinary action (removal from volunteer service).
  - 2. Inform harasser that all incidents must stop immediately
  - 3. Document: All reports, the investigation process, the determination of guilt or innocence, and disciplinary action(s) taken. All documents will remain confidential and maintained by the SCVC Secretary.

### **Section 4. Retaliation**

No board officer, member, volunteer or provider may retaliate against any victim or witness who reports a violation of this Harassment Policy. Any person who believes that he or she has been retaliated against will report the retaliation to a board officer.

**Section 5. Declaration**

All members of Sonoma County Vet Connect, Inc. (Members of the Board, volunteers, and providers) will read and acknowledge the Sonoma County Vet Connect, Inc., Harassment Policy.

Each member will be given a copy of the policy and the attached declaration form and sign it after reading the policy. It will be put in member's SCVC file and maintained by the Secretary.

**Note: Paragraph B (PROHIBITED CONDUCT), Section 3D WILL NOT include Sexual Assault which will be dealt with as a CRIMINAL Matter.**

**SONOMA COUNTY VET CONNECT, INC.**  
**ATTACHMENT "D"**  
**Criteria For Veteran Financial Loan Assistance**

**Sonoma County Vet Connect, Inc. (also known as SCVC) evaluates all requests for funding support using the following Criteria:**

1. The requestor must be verified as a Veteran or Dependent. Proof of verification may be done by a bona fide DD214 or some other bona fide governmental (Federal, State, Local) entity, establishing to the satisfaction of SCVC that the individual is a military veteran or dependent of same.
2. All other potential funding sources have been exhausted.
3. SCVC must be able to independently verify the need.
4. The need must be temporary.
5. The Veteran/dependent promises to repay such monies on a dollar for dollar basis within a reasonable period of time. "Reasonable period of time" is defined as being an issue that reasonable minds cannot disagree upon. All cases will be viewed pursuant to our definition of reasonable period of time.
6. The requestor may submit another request only after a twelve month period (365 days) has elapsed from the date of approval of the initial request. Exceptions to this criteria will be addressed on a case by case basis and will require the full approval of the Board.

The results of the SCVC research concerning the request will be presented to the SCVC Board of Directors for approval or rejection. If approved, the SCVC treasurer or other designated member will write a check or checks in the amount(s) requested to the appropriate creditor(s). The evaluation, approval and funding process should usually be completed within two to three days from the date of request. In the case if a bona fide exigency beyond the established basis for the loan of monies, this time frame and payment criteria may be shortened and/or modified with the approval of the Board of Directors.

In the event of an emergency situation, the SCVC President or Vice President, with the concurrence of one other member of the Board is authorized to approve payments not to exceed \$ 500.00 to enable a bona fide Veteran or Veteran's dependent to receive medical services (e.g. prescriptions), transportation, shelter, or clothing and/or food to meet a short term critical need.

When a loan exceeds \$ 500.00, the requesting Veteran will be asked and required to set up an automatic payment to Sonoma County Vet Connect, Inc through the Veteran's checking or savings account. If the veteran does not have a checking account, then a savings account will be required. The amount of the payment will be worked out between the Veteran and the board representative.



**All such actions must be recorded on the SCVC "Veteran's Request For Assistance" form maintained by the SCVC Secretary. The information will include the name and contact information of the Veteran/dependent served, the date(s), amount(s), the reason(s) for the expenditure or description of the services and/or items purchased. The transaction must then be submitted to the board, and included in the minutes of the first monthly board meeting following the act.**

Revised September 18, 2019  
By DMP  
Secretary/Treasurer  
SCVC, Inc.

# **Sonoma County Vet Connect, Inc.**

## **Attachment "E"**

### **Code of Conduct**

**This document establishes an organizational Code Of Conduct for all volunteer members of SONOMA COUNTY VET CONNECT, INC.**

- A. All Sonoma County Vet Connect (hereafter designated as SCVC) volunteer members will conduct themselves in a professional manner at all times.

This conduct will include, but is not limited to:

1. Respecting the dignity, style, values and opinions of each and every volunteer member;
2. Encouraging attentive listening and positive, responsive communication;
3. Encouraging attendance and participation in all membership meetings;
4. Functioning as a whole, bringing issues to the attention of the Board of Directors and the membership rather than to individual board members selectively.

B. **GENERAL VOLUNTEER MEMBER CONDUCT:**

Sonoma County Vet Connect, Inc. expects its members to conduct themselves in a professional and businesslike manner. Drinking, fighting, swearing and similar unprofessional activities are strictly prohibited and will not be tolerated. Any member or members violating these prohibitions will be dealt with harshly (possible suspension or termination of volunteer service).

Members must not engage in any form of harassment, or conduct themselves in any way that can be construed or perceived as such. (See Attachment "B" to bylaws, "Harassment Policy").

**C. CONFLICTS OF INTEREST:**

Volunteer members of Sonoma County Vet Connect, Inc. will conduct their volunteer duties honestly, and in accordance with the best interests of Sonoma County Vet Connect, Inc. (See Attachment "A" to bylaws "Conflict of Interest Policy").

**D. ORGANIZATION FUNDS:**

Members of Sonoma County Vet Connect, Inc. who have access to the organization's funds in any form must follow the prescribed procedures for recording, handling and protecting those funds. SCVC, Inc. imposes strict standards to prevent fraud and dishonesty. If any member or members become aware of any evidence of fraud or dishonesty, they will immediately bring it to the attention of the Board of Directors so it can be immediately investigated further.

**E. PRIVACY AND CONFIDENTIALITY:**

All volunteer members of SCVC, whether handling personal, financial, and medical information, or not, will be trained and kept current annually under the Health Insurance Portability and Accountability Act of 1996 (HIPAA) and will strictly comply with its regulations.

**We must always remember that our goal is to help our fellow veterans and their families, and our community. To that end we must always show respect and courtesy to our clients and ourselves. We must never allow our words or actions to cause emotional or physical injury to others. We must always strive to treat everyone with compassion and understanding.**