



The **Amauta Foundation**
2323 Broadway, Oakland, CA 94612
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BYLAWS & STANDING RULES OF THE AMAUTA FOUNDATION

[The current Bylaws are given *in bold italics*. They were amended and approved by the membership, April 3, 2014; the numbers in brackets -- for example, [5130] -- at the end of a Bylaws paragraph reference the relevant sections of the California Nonprofit Corporation Law. Standing Rules are indicated by SR and are in regular type indented.]

SR. 0-1-1: Procedures

These Standing Rules elaborate and supplement the operating policies of the Amauta Foundation Bylaws. Standing Rules shall be adopted, amended, or repealed, by resolution of the Board of Directors. Whenever circumstances permit, the proposed resolution shall be circulated at least one month in advance to all Directors.

Bylaw 1: NAME

1.1. The name of this corporation shall be the Amauta Foundation.

SR. 1-1-1: Name

The Amauta Foundation (herein referred to as "Amauta"), incorporated in the state of California as a nonprofit public benefit corporation, is the only legally recognized corporate entity of the Foundation in the United States. All future Foundation chapters, groups, committees, and task forces are subunits of Amauta and cannot enter into lawsuits, other types of legal actions, or administrative proceedings, without the permission of the Board of Directors or those to whom the Board has delegated authority to grant such permission.

SR. 1-1-2: Logo

The name Amauta Foundation and the Amauta logo are registered trademarks. Permission to use them must be obtained from the Board of Directors or as directed by it. Permission to use the name and logo on newsletters, stationery, and informational literature is hereby granted to Amauta chapters, groups, and national and regional committees and task forces.

The official design of the Amauta seal shall be the version designed in 2013 by Joseph Huayllasco and LogoWorks Inc, depicting an Incan khipu with a binary stream emanating from a central focal point. The juxtaposition of the khipu and binary stream illustrates the contrast between how data was stored in the ancient Incan culture and how it is stored today electronically world-wide. The words "Amauta Foundation" in times new roman font is spelled out below the diagram, with "Amauta" in capital and lower case letters and "Foundation" directly below "Amauta" in all capital letters. An official reference copy of this design shall be maintained by the Executive Director at the Principal Office of Amauta. Only this design may be used as the Amauta logo. No modifications of this logo or other designs shall be used in place of the above logo without specific approval of the Board of Directors or its designee



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The Board of Directors delegates to the Executive Committee approvals of any variations in the text components of the logo that may be required by Foundation operating entities.

SR. 1-1-3: Use of Name

No Amauta Foundation member or employee shall give permission for her/his membership or position in the Foundation to be used in any manner, including "for identification purposes only," on the letterhead or in any other official publications or documents of any other organization unless such use has been expressly approved by the Foundation unit to which the member or employee is primarily responsible.

SR. 1-1-5: Use of Name and/or Logo

The Board of Directors delegates to the Executive Director or his designee the authority to approve the use of the Amauta Foundation name and/or logo on items for sale or distribution by Amauta Foundation subunits under the conditions that the items (1) will not be sold by third parties or resellers of any kind, but will only be sold directly to end users such as Foundation members and other individuals, and (2) may not also have any logos or names of commercial enterprises. However, the Executive Director or his designee may approve the use of the name and/or logo on items for sale and distribution as described above that also have the name(s) and/or logo(s) of local appropriate businesses supporting or co-sponsoring Foundation activities. Appropriateness of the item and aesthetics may be considered in the approval evaluation.

SR. 1-1-6: Defense of Name

If Amauta is criticized or attacked in the public media on any issue, including but not restricted to Amauta-related ballot issues or procedures, the Board or its designees are free to respond fully and publicly, addressing any point raised. Any Board-authorized communications in response may utilize Foundation funds and any internal communication media or system, including electronic mail.

SR. 1-1-7: Representing the Amauta Foundation

No Amauta member, present or former leader, or member of the staff, shall make a statement or take a public position in the name of the Amauta that is contrary to, or creates a misinterpretation of a policy or position established by the Board of Directors, the duly authorized chapter, group, committee, or other Foundation entity, or the Amauta membership, through referendum. When speaking or taking a public position on their own behalf, or on the behalf of organizations other than Amauta, persons currently associated with Amauta shall avoid giving the impression that they are representing Amauta and endeavor to correct any misimpression in this regard.

Bylaw 2: PURPOSES AND POWERS



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2.1. The Amauta Foundation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. [5130]

Amauta is organized exclusively for educational purposes under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

2.2. The purposes of the Amauta Foundation are

To identify young individuals in low socio-economic areas in the San Francisco Bay Area who show an aptitude in science, technology, engineering or mathematics(STEM).. Amauta inspires, engages, and challenges these young minds in STEM so that greater numbers of underrepresented individuals will enter and succeed in the STEM professions.

SR. 2-1-1: Civil Disobedience

1. Amauta does not encourage, request, or direct any person to violate the law. No chapter, group, or other entity of the Foundation shall encourage, request, or direct any person to violate the law.

2. The Foundation recognizes that it cannot control the private actions of its members, and in particular cannot prevent its members from engaging in acts of civil disobedience. However, no member of Amauta is authorized to use, display, or invoke Amauta's name or logo (including the name of any group, chapter, or other entity of the Foundation) in connection with committing, or encouraging, requesting, or directing any other person to commit, any violation of the law.

3. Amauta recognizes that some of its members may become closely identified with the Foundation in the minds of the public. The mere involvement of such members, either individually or collectively, in an act of civil disobedience or other violation of law, without any effort on their part to use, display, or invoke Amauta's name, or logo in connection with that act, shall not be deemed a violation of this policy.

Members shall take all reasonable precautions to avoid confusion over whether the Foundation is involved in such acts.

4. If an act or acts of civil disobedience or other violation of the law have taken place, Amauta or any group, chapter, or other entity of the Foundation, may publish a factually accurate report thereof, regardless of whether any member of the Foundation participated in such acts, so long as the report does not approve of such acts or advocate similar acts, and so long as the report does not refer to the Amauta affiliation of any person involved in such acts.



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2.3. Amauta shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to effect the charitable purposes for which the Foundation is organized, and to aid or assist other organizations or persons whose activities further accomplish or further such purposes. The powers of the Foundation may include, but are not limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.4. Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. Amauta is a California nonprofit public benefit corporation, currently filing as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this Foundation, shall take any action or participate in activity, by or on behalf of the Foundation, prohibited by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization for which contributions are exempt under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Foundation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Amauta Foundation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at the very least, includes a purpose similar to the Foundation.

The organization to receive the assets of the Amauta Foundation hereunder shall be selected at the discretion of a majority of the managing body of the Foundation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Amauta Foundation, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations, to receive the assets to be distributed, giving preference if practical, to organizations located within the State of California

In the event that the court shall find that this section is applicable but finds no qualifying organization with a similar charitable purpose as Amauta, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of California to be added to the general fund.



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Bylaw 3: PRINCIPAL OFFICE

3.1. The principal office of the Amauta Foundation shall be fixed and located at such place as the Board of Directors shall determine. The Board is granted full power and authority to change the principal office from one location to another.

SR. 3-1-1: Principal Office

Effective March 1, 2014, the principal office of Amauta shall be located at 2323 Broadway, Oakland, CA 94612. The authorized agent for the service of process shall be the Executive Director of the Foundation.

Bylaw 4: MEMBERSHIP

Section 1: Classification, Application, and Dues

4.1. Any person interested in advancing the purposes of the Amauta may become a member. There is no limitation on the number of members or memberships authorized. [5310]

4.2. The Foundation shall have no members who have any right to vote or title or interest in or to the Foundation, its properties and franchises.

4.3. Non-Voting Affiliates - The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Foundation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the Foundation website. Affiliates have no voting rights, and are not members of the Foundation.

4.4. There shall be several classes of membership: Regular, Life, and other special classes as the Board of Directors may see fit to establish. The Board may discontinue any membership class it previously established; any member in a discontinued class shall be transferred to another class with equivalent privileges and without increase in dues until that member's next membership anniversary. [5330]

4.5. Membership shall be granted upon written application, submitted in the form and manner specified by the Secretary of the Foundation. The application shall be accompanied by such dues or fees as have been set for the class of membership for



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which application is made. The application shall contain such information as the Secretary may reasonably require.

4.6. The annual dues for each class of membership shall be set by the Board of Directors. The Board may exempt any class or any member from dues.

SR.4-1-1: Foundation Membership Requirement for Leadership Positions

In order for a person to hold any volunteer leadership position at any level of the Foundation that person does not have to be a paying member of the Amauta Foundation.

SR. 4-1-2: Philosophy of Service and Stewardship

Amauta has organized like-minded persons for the purpose of mentoring and guiding underrepresented youth in STEM. As a grassroots-based organization, we rely on individuals for our resources, talent, and energy. Our members are our most important asset

We are the Amauta Foundation. We are members helping other members. We trust and respect members and acknowledge their full range of contributions.

Good Stewardship is:

- * providing members with a supportive environment that allows them to determine their relationship with the Foundation.
- * facilitating each member's involvement in the organization at the level the member desires.
- * entailing the wise and careful use of the member's time, energy, and resources.
- * providing Foundation members with the materials, information, expertise, and other resources that will strengthen their relationship with the organization.
- * creating the foundation that makes it possible for us to fulfill our mission now – and in the future.

SR. 4-1-3: Rights of Members

In accordance with California Nonprofit Public Benefit Corporation Code section 5057, the only membership rights of members of Amauta are the rights specifically provided by the Articles, Bylaws, and the California Nonprofit Corporation Code. All other privileges or opportunities granted to members of the Amauta Foundation under its Standing Rules, policies, or the bylaws or rules of Foundation sub-entities are not rights of membership in the Amauta Foundation for purposes of Code section 5057.



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BYLAW 4 (Cont.)

4.7. A portion of the annual dues from each membership shall be specified by the Board of Directors as a subscription price to the Amauta Foundation Newsletter and appropriate regional, chapter, and local group, publications.

4.8. No member may transfer to another person a membership or any right arising therefrom. Membership shall terminate upon the death or resignation of the person or persons holding the membership or for nonpayment of the annual dues after the grace period, if any, set by the Board. No member shall have any property right by virtue of membership. [5320, 5340]

Section 2: Meetings and Voting

4.9. Chapter delegates to the Amauta Foundation Board of Directors are designated to represent the membership as delegates at an annual meeting of the Foundation for the purpose of discussing the activities and operation of the Foundation. This meeting shall be held in conjunction with the annual meeting of the Board or at such other time and place as are designated by the Board. The Secretary of the Foundation shall provide for notice of this meeting to be sent to all delegates and alternates at least 30 days in advance of the meeting. [5152, 5510-5512]

4.10. All actions requiring a vote of the membership shall be decided by written ballot as provided for in Bylaw 5, § 2, and Bylaw 11. A quorum for any ballot or for any meeting of the members shall be five percent (5%) of the membership on the date of record set by the Board of Directors in accordance with law. Each person who is a member on the date of record shall be eligible to vote and shall have one vote on any issue presented to the membership except as provided in Paragraph 5.7. Voting by proxy shall not be permitted. [5512, 5513, 5610, 5611, 5613]

Section 3: Liabilities of Members

4.11. Members shall not be held personally liable for any debts, liabilities, or obligations of the Foundation, and any and all creditors shall look only to the assets of the Foundation for payment. [5350]

SR. 4-2-1: Meetings



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Any member in good standing shall be entitled to attend any open meeting of the Foundation, of the Board of Directors, or of any committee or other subordinate unit of the Foundation, except as provided in Bylaw 5, paragraph 5.14, and Standing Rule 5-3-1. When so ordered by the CEO or the chairperson of the meeting or by resolution of the meeting body, attendance by members of the public at any meeting may be restricted without affecting the authority of the actions taken at the meeting.

SR. 4-2-2: Meetings – Rules of Order

All meetings of the Foundation, the Board of Directors, and the Executive Committee of the Board shall be conducted according to Robert's Rules of Order, Revised, or such other rules of order as are adopted by the meeting and are consistent with the Bylaws of the Foundation and these Standing Rules.

SR. 4-2-3: Meetings – Smoking

There shall be no smoking indoors at meetings of the Foundation, the Board of Directors, or the Executive Committee of the Board.

SR. 4-2-4: Access to Foundation Meetings and Activities to the Disabled

A. Meeting Facilities. All meetings of the national Amauta Foundation, its chapters, groups, committees, task forces and subcommittees, will be held in locations which fully meet the state/federal physical requirements for access by the mobility impaired. (I don't know if you should promise this b/c this sets us up for potential liability.) The only exceptions will be:

1. Committee, task force or executive committee meetings that are confidential or for other Foundation business-related matters are not open to people outside the committee or task force. However any mobility-challenged members or participants will be accommodated.
2. Emergency meetings which are called with 5 days or fewer advance notice. If it is impossible to find an available public meeting facility with adequate accommodations, the emergency meeting may be held in a location that is not fully accessible.
3. Communities where there are no accessible public meeting facilities available that would not place an undue financial burden upon Amauta. In this event, a location may be used that meets the specific accessibility needs of members who might attend, but may not fully meet accommodate all accessibility issues of the general public.

B. Foundation Events and Activities. Every effort will be made to accommodate those with mobility issues at all general membership events, and events which are sponsored or co-sponsored by any entity of the Foundation. The only exception will be an activity which involves accessibility issues inherent in the nature of the activity, such as a Foundation-sponsored hike. However, anyone who is safely able to participate in the



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activity will be permitted to do so. If a Foundation employee or volunteer works on an event which uses the Amauta's name, even if funded or sponsored by another organization, the same rules for accessibility will apply.

C. Amauta Foundation Offices. Amauta will undertake best efforts to ensure that all national, chapter, and group offices are located in facilities which are fully accessible for the mobility impaired. Amauta or the directors or its designee may have to negotiate with landlords to ensure that the respective facilities provide adequate accessibility for all. No lease should be renewed unless the space meets basic accessibility requirements for public facilities. Prior to the expiration of any existing lease, chapter, groups, and national offices should discuss low-cost measures that might easily be taken to make the facility more accessible.

D. Communications. The new policies will become effective for all Foundation entities on January 1, 2014. If a meeting or event will not be held in a fully accessible location, chapters and groups should give notice of this fact in the newsletter announcing the meeting or event. Contact information will be provided for members in need of accessibility accommodations. Any member who requires accommodation may contact the designated person up to two days before the meeting, and the two people should work out any special arrangements that may be necessary. These special arrangements may include, but are not restricted to, moving the meeting to another site or changing the scheduled date if necessary.

Bylaw 5: BOARD OF DIRECTORS

Section 1: Number and Powers of Directors

5.1. Subject to the powers of the members as provided by law or these Bylaws, the activities and affairs of the Foundation shall be conducted and all corporate powers shall be exercised by or under the direction of a Board of Directors consisting of at least 4 and no more than 15 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors. A majority of the Directors then in office, but not fewer than three (3), shall constitute a quorum for the transaction of business by the Board. The Board may delegate management of the activities of the Foundation to any person or persons or committee, however composed, provided that the activities and affairs of the Foundation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. [5151, 5210, 5211]

SR. 5-1-1: Director Indemnification

The Foundation shall, to the maximum extent permitted by California Nonprofit Public Benefit Corporation law, indemnify its Directors and officers against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in



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connection with any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, arising by reason or fact that any such person is or was in officer or Director of the Foundation, and shall advance to such officer or Director expenses in preparing for or defending any such action or proceeding to the maximum extent permitted by law. For purposes of this section, a "Director" or "officer" of the Foundation shall mean any person who is a Director or officer of the Foundation, or is serving at the request of the Foundation as a Director or officer of another corporation or enterprise. The Board of Directors may, in its discretion, provide by resolution for the indemnification of, or advancement of expenses to, other corporate "agents," as that term is used in Section 5238(a) of the California Nonprofit Public Benefit Corporation law, and may likewise refuse to provide for indemnification or advancement of expenses except to the extent any such indemnification is mandatory thereunder or under Section 2802 of the Labor Code of the State of California.

The Foundation shall, to the extent practicable and permitted by California Nonprofit Public Benefit Corporation Law, maintain insurance on behalf of its Directors and officers against any expenses, judgments, fines, settlements and other amounts actually and reasonable incurred by such Directors and officers in their capacity as such as a result of any threatened lawsuit, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

SR. 5-1-2: Amauta Foundation Assets

National, chapter, group, and other recognized Foundation entities are authorized to use assets that are made available to them for delivery of current programs, including coalition-building, fundraising, and administrative activities necessary to carry out the mission and achieve the goals of the Amauta Foundation. However, it is within the exclusive powers of the Board of Directors to restrict, lien, hypothecate, lend, encumber, transfer to foundations, trusts or other third parties without consideration, the assets of the Amauta Foundation. This does not contravene restrictions imposed by donors.

Bylaw 5 (cont.)

5.2. Terms [5220]

(a) All directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected.

(b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

(c) Directors may serve terms in succession.



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(d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

5.3. A vacancy on the Board shall occur on the death, incapacity, resignation, or removal of any Director, or otherwise as provided by law. A majority of the remaining Directors or Director then in office may elect any member in good standing to fill any vacancy for the remainder of the term. [5220, 5224]

5.4. Any Director or other officer of the Foundation may be removed from office by a majority vote of Board of Directors. Any Director who misses three (3) consecutive meetings of the Board of Directors may be removed from office by vote of the remaining Directors. [5221, 5222, 5510]

5.5. In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board of directors. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

SR. 5-2-7: Eligibility of Employees for Nomination

All current and former Amauta Foundation employees are eligible for nomination as Director. Upon becoming a Director a current employee must give up their responsibilities as an employee of the Foundation. Persons who are paid by the Foundation as independent contractors or consultants rather than employees may not continue the financial relationship with the Foundation after being nominated to the Board of Directors.

Bylaw 5 (cont.)

Meetings

5.5. The Board of Directors shall hold its annual meeting for the purpose of electing officers, appointing the members of the Executive Committee, and transacting such other business as may come before it at the principal office of the Foundation on the first Saturday in February, or at such other place and on such other date after the new Directors are elected and qualified as are set by the Board, but in no case shall the date be later than sixty (60) days following a new election. [5211]

5.6. Regular meetings of the Board of Directors may be set by the Board. Special meetings of the Board for any purpose or purposes may be called at any time by the CEO or by any three (3) Directors. [5211]

5.7. The Secretary shall provide for notice of the time and place of each meeting of the Board of Directors. Such notice shall be sent by electronic mail to each Director at least



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two (2) weeks in advance of the meeting or communicated in person, by phone, or by telegram at least one (1) week in advance of the meeting. Notice of any regular meeting may be dispensed with by the Board if the time and place of the meeting are set at a previous meeting of the Board. [5015, 5211]

5.8. All meetings of the Board, executive committee, or any other committee,, shall be open to attendance by any member of the Foundation in good standing; however, nothing herein shall prevent the Board or any committee from convening in private session for the consideration of any matter provided that the vote or final action shall be taken in open session.

SR. 5-3-1: Board Meeting Procedures

If an emergency special meeting of the Board of Directors is held under the waiver of notice provisions of § 5211 of the California Corporations Code, a reasonable attempt shall be made to contact all Directors in advance to inform them of the purpose of the meeting, even if they cannot attend.

Directors may participate in any meeting of the Board through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. Such participation constitutes presence in-person at the meeting.

These provisions shall also apply to the Executive Committee and any other committees of the Board.

Bylaw 5 (cont.)

Committees of the Board of Directors

5.9. The board of directors may, by resolution adopted by a majority vote of the current directors , designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided by the respective resolution, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

(a) take any final action on matters which also requires board members' approval or approval by a majority of all members;

(b) fill vacancies on the board of directors or in any committee which has the authority of the board;

(c) amend or repeal Bylaws or adopt new Bylaws;



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- (d) amend or repeal any resolution of the board which by its express terms is not so amendable or repealable;*
- (e) appoint any other committees of the board or the members of these committees;*
- (f) expend corporate funds to support a nominee for director; or*
- (g) approve any transaction;*
 - (i) to which the Foundation is a party and one or more directors have a material financial interest; or*
 - (ii) between the Foundation and one or more of its directors or between the Foundation or any person in which one or more of its directors have a material financial interest.*

5.10. Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

5.11. Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

Bylaw 6: OFFICERS

6.1. The officers of the Foundation shall be a CEO, Secretary, and Treasurer (Chief Financial Officer), elected annually by the Board of Directors, a CEO, appointed by the Board, and such other officers as the Board may annually appoint or authorize the CEO or Executive Committee to appoint. When the duties do not conflict, a person, other than the CEO, may hold more than one office. Officers other than the CEO, Secretary, and Treasurer need not be Directors. All officers shall serve at the pleasure of the Board and other appointing authority, if any, subject, however, to the rights of any officer under a contract of employment. [5213]

6.2. The CEO shall preside at all meetings of the Foundation, the Board of Directors, and the Executive Committee. The CEO shall exercise general supervision over the affairs of the Foundation and shall have such other powers and duties as are prescribed by law, these Bylaws, or the Board.



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6.3. In the absence or disability of the CEO, an appointed Board member shall perform all the duties of the CEO, and in so acting shall have all the powers of the CEO. The appointed Board member shall have such other duties as may be prescribed from time to time by the Board of Directors.

6.4. The SECRETARY shall keep a full and complete record of the proceedings of the Board of Directors and shall discharge such other duties as pertain to the office or are prescribed by law, by these Bylaws, or by the Board. In the absence of CEO from any meeting, the Secretary shall call the meeting to order, and an acting chairman shall be elected by the meeting.

6.5. The TREASURER shall be the Chief Financial Officer of the Foundation and shall have such powers and duties as are prescribed by law, these Bylaws, or the Board. [5213]

6.6. The CEO shall be selected by and accountable to the Board of Directors. The CEO shall be the general manager and president of the Foundation, subject to the supervision of the Board. The CEO shall be responsible for the employment and direction of staff to advance the objectives of the Foundation in coordination with the activities of the members, shall report on a regular basis to the Board on the activities of the Foundation, its financial condition, and shall have such other duties as are prescribed by the Board. [5213]

6.7. The board of directors may designate additional officer positions of the Foundation and may appoint and assign duties to other non-director officers of the Foundation.

Bylaw 8: CONSTRUCTION OF BYLAWS

8.1. With regard to questions as to the interpretation or meaning of these Bylaws and the rules of the Foundation, the decision of the Board of Directors shall be final.

Bylaw 9: AMENDMENTS TO BYLAWS

9.1. These Bylaws are fundamental and shall not be added to, amended, or repealed, except by a resolution approved by the Board of Directors and approved by the affirmative votes of two-thirds (2/3) of the members voting on a given matter or group of related matters, provided that such affirmative votes represent at least two-thirds (2/3) of the votes required for a quorum. The approval of the members may be before or after the approval by the Board. When permitted by law, however, the Board may, by affirmative vote of two-thirds (2/3) of the Directors and with the concurrence of the Amauta Foundation Council, amend the Bylaws to conform to law. [5150]



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9.2. Bylaws 1 and 2 cannot be amended without concurrent amendment of the corresponding Articles of Incorporation, as provided by law. [5810-5812]

SR. 9-1-1: Standards of Conduct

I. Affirmative Standards of Conduct

Serving as an Amauta leader is an honor and privilege that may be rescinded if the duty of loyalty is breached or if the following standards of conduct are violated:

Amauta Foundation leaders in all interactions and communications with others, including in person, in writing, on email, or on the phone:

- (1) Demonstrate professionalism, common courtesy, and collegial respect.
- (2) Always represent the Foundation and its mission in a positive and professional manner in all entities and at all levels; exercise discretion when discussing Foundation business with others
- (3) Accurately and completely present Amauta's policies and positions when communicating on behalf of the Foundation; refrain from using the Foundation leadership role or title to advance personal views that are not the Foundation's position.
- (4) Respect your obligation to the Foundation's members; restrict use of member lists and information to Foundation purposes only.
- (5) Use Foundation resources wisely and in keeping with the fiduciary responsibility of all leaders.
- (6) Foster an open democratic decision-making process; respect decisions once they are made.
- (7) Within the Foundation praise publicly, criticize privately and tactfully. (Is this commonly addressed within bylaws b/c this reminds me of the idea of legislating morality?)

II. Policy Disputes

When there is a dispute regarding interpretation, application, or disregard, for Amauta Foundation bylaws, policies, guidelines, or other governing procedures, volunteer leaders should seek clarification from the relevant staff entity for referral or appeal, if necessary, to a Governance Committee or its designee. No volunteer leader should act in violation of a policy interpretation that has been provided by the appropriate national staff or a higher volunteer level of the Foundation. If the leader believes the interpretation is incorrect, he or she should appeal or seek clarification from the Board, but shall not act in violation of the interpretation s/he has received.



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III. Decision-Making Disputes

All Foundation leaders involved in a contentious decision-making process are nevertheless expected to behave according to these Standards of Conduct. These include decisions regarding priorities for action, strategies and tactics, and the allocation of resources where differences of

All disputes between grassroots entities and volunteers at the chapter and group level should be resolved at the most local level possible. If these disputes cannot be resolved locally, the Board or its designee shall provide assistance to chapter and group entities and volunteers, as appropriate, to resolve disputes.

Authority is delegated to the Board to develop, implement and adapt, as needed, guidelines for resolving disputes over Standards of Conduct.

IV. Disruptive Personal Behavior

Chapter, group, section and committee chairs and executive committees have an obligation to deal quickly and decisively with disruptive personal behavior that is disrespectful of others personally, disrespectful of agreed-upon decisions or disrespectful of Foundation policies. All disputes over personal behavior that may violate standards of conduct should be resolved at the most local level, and informally whenever possible, according to the guidelines established by the Board.

Formal actions to remove, suspend or bar volunteers from elected leadership positions or participation in certain activities should only be undertaken when an individual's personal behavior is clearly disruptive, repeatedly violates standards of conduct, impairs the work of the Foundation, or constitutes serious misconduct as defined below.

V. Serious Misconduct

The Board or its acting designee, together have authority to immediately suspend a volunteer from participation in specific Foundation activities or from an elected or appointed leadership position (excepting members of the Board of Directors) for serious misconduct.

Any action to suspend a volunteer for serious misconduct must be based on a fair assessment (clear documentation, multiple reports, and direct communication with the person involved) that creates strong reason to believe that serious misconduct occurred.

In cases of suspension of elected leaders, the Breach of Leadership Trust (BoLT) process or the process for resolving conflicts between volunteers and staff must be used to determine whether the suspension should be reversed, extended for a specific period



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of time, or made permanent. One of these processes must be initiated within three weeks of a suspension. Note: If an individual's misconduct is so serious that it is referred to the police or legal counsel for action, these processes need not be followed.

Chapter, group or committee chairs, or any Foundation member who believes that a volunteer has engaged in serious misconduct as defined below can request an immediate suspension of that volunteer from an elected or appointed leadership position.

The following actions constitute serious misconduct:

- (1) Physical or sexual assault or violent threats toward others, including bringing firearms to Foundation offices, meetings or events.
- (2) Embezzling funds or misdirecting Foundation funds, membership lists or other assets for activities not authorized by the responsible entity.
- (3) Use of racial slurs or other derogatory language regarding gender, ethnic or national origin, religion, age, sexual orientation, or disability.
- (4) Fraud, libel, defamation or illegal activity of any kind in the conduct of Amauta Foundation business.
- (5) Illegal or unethical professional conduct outside the Amauta Foundation if that misconduct could significantly damage the Foundation, its staff, its members or its assets.
- (6) Harassment, threats or any action directed toward Amauta Foundation employees that violate Foundation employment policies or are covered by law.

IV. Board Discretion

These procedures shall not deprive the Board of Directors, at any point in the process, from taking such actions as it may deem necessary or advisable for the best interests of the Amauta Foundation.

SR. 9-1-2. Removal of Members from Leadership or from the Foundation

(1) The Board of Directors (BOD), by a majority vote, may remove a Foundation member from any or all elective or appointive positions, or from the Foundation, for actions that:

- (a) repeatedly violate the Foundation's Affirmative Standards of Conduct as set forth in SR 9-1-1;
- (b) have significantly disrupted or impaired, or will significantly disrupt or impair, the work of the Foundation if the actions continue; or
- (c) constitute Serious Misconduct as set forth in SR 9-1-1.

(2) Any Foundation leader, member or entity may initiate a request to remove a member from leadership or from the Foundation by submitting such a request to the chair of Board of Directors. The request must include all of the following:



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(a) A statement describing prior efforts made to resolve the matter at the group or chapter level. The Board of Directors will be unlikely to take up a request for discipline unless an effort was first made to resolve this matter locally.

(b) Contact information and leadership position, if any, of the member or entity submitting the request for removal.

(c) Contact information and leadership position, if any, of the member who is the subject of the request for removal.

(d) A description of the specific incidents in which the member has acted in violation of the Foundation's Standards of Conduct or otherwise warrants removal.

(e) Contact information for any individuals involved or with knowledge of the incidents referred to in the request for removal.

(3) Upon receipt of a request for removal of a member, the Board chair shall have discretion to determine whether the matter appears to be premature, of an insignificant nature, merely a personal grievance, or possessing some other circumstance that should be dealt with more appropriately by other means. The Board chair shall not be obligated to take any action on such requests other than to inform those who have requested such action of that determination.

(4) If the Board chair determines that action may be warranted, the matter must be referred to the full Board of Directors. Written notice must be sent promptly to the member in question by certified mail, and to any entity(ies) of which the member is a leader, setting forth (a) the fact that action has been requested, (b) the member(s), leader(s) or entity(ies) making the request, (c) the incidents described in the request, and (d) to whom and by when the member should submit his or her written response, which shall be at least 21 days after the date the notice is confirmed as delivered.

(5) Upon receipt of the member's response, or the expiration of the time for such response, the Board shall either: (a) refer the matter with a recommendation for action directly to the Foundation President, who can, at his or her discretion, bring it either to the Executive Committee or directly to the full Board, or (b) designate an individual or individuals unconnected to the particulars of the request to conduct an investigation, to be completed within 90 days of such assignment. If such individuals are designated, the individuals will be charged with ascertaining and reporting whether any facts reported in the request for removal are in dispute, and if there are additional facts that are relevant. The individuals will report to the Board the findings of their investigation.

After the Board has considered the findings of the individuals, and any timely response received from the member named in the request, it shall refer the matter with a recommendation. Any member of the Board of Directors may require that the matter be considered by the full Board.

(6) The Board's recommendation, including what form of removal is appropriate, if relevant, must be communicated in writing to the member by certified mail, and to the entity(ies) for which the member serves in a leadership role, if applicable. The member



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shall be allowed at least 10 additional days after the date the letter is mailed to respond to the Board before the Board takes any final action.

(7) Any final decision by the Board to remove a member from a leadership position or from the Foundation, and the reasons for that decision, shall be communicated in writing within 10 days to the member, and to the leader, member or entity initiating the request.

(8) The BOD has broad discretion to determine the appropriate form of removal for the member, including removal of the member from Foundation leadership positions, barring the member from future leadership positions or removal as a Foundation member.

(9) Should the member miss any deadline for response, the requirement to consider that response shall be deemed to be met.

(10) These procedures are not intended to impair any necessary and authorized action by the Board of Directors or any Foundation official required by any emergency or urgent matter apparently in violation of Foundation policy that threatens the effectiveness and best interests of the Foundation.

SR. 9-2-1: Sexual Harassment

Sexual harassment includes unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when submission to such conduct is made explicitly or implicitly a condition for employment or advancement, when such conduct has the effect of substantially interfering with an individual's professional performance, or when such conduct creates an intimidating, hostile or offensive employment environment.

Sexual harassment in the workplace is a form of sex discrimination and is illegal.

The Amauta Foundation Board of Directors reiterates its opposition to sexual harassment in the work environment, including in all national, regional, chapter, and group offices.

In addition, the Amauta Foundation Board of Directors opposes unwelcome sexual advances, unwelcome requests for sexual favors, and other unwelcome verbal or physical conduct of a sexual nature at Amauta Foundation sanctioned events, such as Amauta Foundation outings or Amauta Foundation meetings.

Sexual harassment can be grounds for involuntary termination of Amauta Foundation employees and termination of membership of Amauta Foundation members and volunteers.

Process for review of complaints:



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An employee who believes that he/she has been sexually harassed should immediately contact the Amauta Foundation's Director of Human Resources.

Any Amauta Foundation member or volunteer who believes that he/she has been sexually harassed at a Amauta Foundation sanctioned event, such as a Amauta Foundation outing or Amauta Foundation meeting, should contact the chair of the sponsoring Amauta Foundation entity, e.g. chair of the group, chapter or RCC, who will initiate the investigation process. In instances where the member or volunteer might not feel comfortable with that chair, e.g. chair may be a friend of the alleged harasser, the member or volunteer should contact the chair of the Organizational Effectiveness Governance Committee.

The investigating entity may take appropriate action depending upon the findings, and may recommend to the Board of Directors termination of membership of the alleged harasser following a review of all the facts.

Sexual harassment complaints are to be treated seriously and confidentially by the appropriate Amauta Foundation staff or volunteer leader.

[Guidelines for investigating complaints are available from the Amauta Foundation Department of Human Resources and the Amauta Foundation Office of Volunteer and Activist Services.]

SR. 9-1-1: Conflict of Interest

1. Preamble. Every person elected or appointed to a position of authority in an organization has a duty of loyalty to, and must act in the interests of, that organization. A conflict of interest is a situation that exists when someone's loyalty may be divided between the first organization and a second person or organization. No one should be faulted merely because a conflict of interest situation exists. A problem arises only when someone takes action related to the conflict. A person in a conflict of interest situation may act appropriately by respecting his/her duty of loyalty, or may act inappropriately by violating it. It is the action -- the behavior -- that is or is not appropriate.

2. General Policy. As part of their duty of loyalty to the Amauta Foundation, volunteers and staff have an obligation and responsibility (1) to disclose any conflict or potential conflict of interest on any issue promptly as such conflict arises, (2) to abstain from participation in FINAL deliberations and decisions concerning that issue, and (3) to abstain from public comment upon that issue.

3. Definition. A conflict of interest situation exists when the interests or concerns of any volunteer or staff member, or said person's immediate family, or any party, group or organization to which said person has allegiance, may be seen as competing with the interests or concerns of the Amauta Foundation. Volunteers and staff should be keenly



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sensitive to any interpretation of their actions which could create the appearance of a conflict of interest situation, and should seek to avoid any such appearance.

4. **Applicability.** This policy applies to all volunteers, including volunteer leaders who are authorized to vote in the decision of any Foundation entity at the group, chapter, committee or national level, to all volunteers who are authorized to speak on behalf of the Amauta Foundation, and to all staff, including staff of chapters, groups or committees, and including all independent contractors.

5. **Existence of a Conflict of Interest Situation.** When there is a doubt as to whether a conflict of interest situation exists, the matter shall be resolved by a vote of the authorized voting members of the Foundation entity involved, excluding the person concerning whose situation the doubt has arisen or, in the case of any staff member, by the Executive Director. The Board of Directors is the final arbiter on all matters involving conflict of interest situations.

6. **Obligation to Disclose.** Disclosure shall be to the Foundation entity (group or chapter executive committee, internal or issue committee, or Board of Directors or other national entity) most directly involved or, in the case of staff, to the Executive Director. At least annually, or at the time the situation arises, all volunteer leaders and staff shall disclose any conflict of interest situation. At least annually, all volunteer leaders and staff members shall disclose any direct or indirect benefits that they are receiving or will receive as a result of agreements between the Amauta Foundation and any outside party. However, existence of a minor interest in pension fund investments and third party-managed funds shall not constitute a conflict of interest.

7. **Obligation to Abstain from Deliberations.** When any such conflict of interest situation is relevant to a matter requiring action by any Foundation entity within which, or over which, the person concerned has any authority, decision-making role, or voice, the interested person shall call it to the attention of that entity and shall retire from the room in which the Foundation entity is meeting and shall not participate in the final deliberations regarding the matter. However, that person has the right to, and should, upon request, provide the Foundation entity with any and all relevant information they may have concerning the matter.

8. **Obligation to Abstain from Decision.** In any conflict of interest situation, the person concerned shall not vote or otherwise participate in any decision concerning that matter.

9. **Documentation.** The minutes of the meeting of the Foundation entity shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final deliberation or vote and did not vote.

10. **Obligation to Abstain from Public Statement.** No volunteer or staff member shall make any public statement, as a Amauta Foundation spokesperson, on any issue (internal or external) regarding which they may have a possible conflict of interest. All



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volunteers and staff shall refrain from public comment, as a Amauta Foundation spokesperson, about conflict of interest issues except as authorized by the President.

11. Notice and Review of Policy. A copy of this conflict of interest policy shall be furnished to each volunteer leader and staff member who is presently serving the Amauta Foundation, or who may hereafter become associated with it. This policy shall be reviewed annually as a part of a meeting of each Foundation entity for the information and guidance of volunteer leaders, and any new volunteer leaders shall be advised of the policy upon undertaking the duties of their office. This policy shall be prominently included in the employment manual for all existing and new staff members.

BYLAW 10: COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, the Amauta Foundation shall stipulate how the funds will be used and shall require the recipient to provide the Foundation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, the Amauta Foundation willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

The Amauta Foundation shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

BYLAW 11: Transparency and Accountability

Disclosure of Financial Information With The General Public

11.1. Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Amauta Foundation practices and encourages transparency and accountability to the general public. This policy will:

(a) indicate which documents and materials produced by the Foundation are presumptively open to staff and/or the public



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- (b) indicate which documents and materials produced by the Foundation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

11.2. Financial and IRS documents (The form 1023 and the form 990)

Amauta Foundation shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

11.3. Means and Conditions of Disclosure

Amauta Foundation shall make "Widely Available" the aforementioned documents on its internet website: www.amauta-foundation.org to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) Amauta Foundation shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) Amauta Foundation shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

11.4. IRS Annual Information Returns (Form 990)

Amauta Foundation shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the Foundation's Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.



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11.5. Board

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

11.6. Staff Records

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the Foundation except the authorized governmental agencies.
- (c) Within the Foundation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the board when requested.

11.7. Donor Records

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the Foundation except the authorized governmental agencies.
- (c) Within the Foundation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;
- (d) donor records shall be made available to the board when requested.

BYLAW 12: CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.1. Purpose

Amauta Foundation requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the Foundation must practice honesty and integrity in fulfilling their responsibilities and comply with all



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applicable laws and regulations. It is the intent of Amauta Foundation to adhere to all laws and regulations that apply to the Foundation and the underlying purpose of this policy is to support the Foundation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

12.2. Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Amauta Foundation is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

12.3. Acting in Good Faith

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

12.4. Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Amauta Foundation and provides the Amauta Foundation with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Amauta Foundation shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Amauta Foundation or of another individual or entity with whom Amauta Foundation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Amauta Foundation shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Amauta Foundation that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

12.5. Confidentiality

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



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12.6. Handling of Reported Violations

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

BYLAW 13: Dissolution

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.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of the Amauta Foundation were approved by the Amauta Foundation's board of directors on April 3, 2014 and constitute a complete copy of the Bylaws of the foundation.

Secretary _____

Date: April 3, 2014