

YouthFriends' Governance Policy

YouthFriends' Governance Policy shall consist of a Code of Ethics, a Conflicts of Interest Policy, a Whistleblower Policy, and a Document Retention and Destruction Policy, all of which may be referred to collectively as the Governance Policy and each of which may be referred to separately by its individual name, as desired. The Governance Policy is as follows.

Code of Ethics

Statement of Values

Any code of ethics is built on a foundation of widely shared values. YouthFriends' values include:

- Commitment to the public good in general and its mission in particular;
- Accountability to the public;
- Transparency, integrity and honesty; and
- Responsible stewardship of resources.

Code of Ethics

Personal and Professional Integrity

All staff and board members of YouthFriends will act with honesty, integrity, and openness in all their dealings as representatives of the organization. YouthFriends promotes a working environment that values respect, fairness, and integrity.

Governance

YouthFriends has an active Board of Directors that is responsible for setting the mission and strategic direction of the corporation and oversight of the finances, operations, and policies of the corporation. The Board of Directors:

- Has a conflicts of interest policy;
- Is responsible for the hiring, firing, and regular review of the performance of the President and to try to ensure that the compensation of the President is reasonable and appropriate;
- Asks the President and appropriate staff to provide the Board of Directors with timely and comprehensive information; and
- Tries to insure that the resources of the corporation are responsibly and prudently managed.

Legal Compliance

YouthFriends tries to comply with all applicable legal requirements.

Responsible Stewardship

YouthFriends manages its funds responsibly and prudently.

Openness and Disclosure

YouthFriends provides appropriate information to all of its stakeholders.

Program Evaluation

YouthFriends will regularly review the effectiveness of its programs. YouthFriends is committed to improving program and organizational effectiveness and develops mechanisms to promote learning from its activities and the field. YouthFriends is responsive to changes in its field of activity and is responsive to the needs of its constituencies.

Fundraising

YouthFriends, when raising funds from the public or from donor institutions, is truthful in its solicitation materials. YouthFriends will disclose important and relevant information to potential donors.

Whistleblower Policy

A director, officer, or employee of YouthFriends who: (1)(a) in good faith submits a report to the Chair of the Board, Vice Chair of the Board, or President of the corporation of any serious wrongdoing or possible serious wrongdoing by either the corporation or any other director, officer, or employee of the corporation; (b) lawfully provides information, causes information to be provided, or assists in any investigation of the corporation's conduct that the reporter reasonably believes constitutes such wrongdoing; or (c) files or assists in any action alleging such wrongdoing; and (2) provides such a report or any other information and assistance to: (a) any federal regulatory or law enforcement agency; (b) any member of Congress or any congressional committee; (c) the President of the corporation; or (d) any other director, officer, or employee of the corporation or legal counsel to the corporation who has the authority to investigate, discover, or terminate misconduct, will not be discharged, demoted, suspended, threatened, harassed, or in any other manner discriminated against (collectively "Retaliatory Actions") as a result of submitting the report or providing information or assistance. In addition, a reporter will not be subjected to any Retaliatory Actions if he or she files, causes to be filed, testifies in, participates in, or otherwise assists in any proceeding which is filed or about to be filed relating to such wrongdoing or possible wrongdoing. Any director, officer, or employee of the corporation who knowingly takes any Retaliatory Actions against a reporter is subject to discipline up to and including termination of employment.

Document Retention and Destruction Policy

Files Maintained at the Homes of Directors, Officers, or Employees

YouthFriends recognizes that directors, officers, and employees often conduct corporation business from home and maintain document files at home. All such documents, including those maintained on the personal computers of any directors, officers, and employees, are considered corporation property and are subject to all provisions of this Policy.

Subpoenas, Responding to Subpoenas and Legal Issues and Disputes

The corporation shall retain any records related to any current, pending or potential litigation until such disputes have been resolved with finality and for a period of two years thereafter.

In the course of corporation work, an employee or the organization may receive a subpoena. If a subpoena is received, the President should be notified immediately. Staff members must not destroy any work product, including handwritten notes, email messages or electronic files regarding the subject matter of the subpoena after receiving it.

Document Retention and Destruction Schedule

The corporation will retain all documents described below either at the primary places of business or in storage facilities to which the corporation and its designated agents have exclusive access. Questions that arise about what records should be kept should be answered by the President, who can provide appropriate guidance.

So long as the corporation continues to conduct business it will retain the following *general* categories of documents for the time periods (“Applicable Retention Period”) below. The Applicable Retention Period is the minimum time for retention.

Records that are Permanent:

- Articles of Incorporation, Bylaws, Board of directors’ minute books, applications to conduct business in other states;
- Audit reports, annual financial reports, general ledgers;
- Personnel data and retirement plan records;
- Application for Recognition of Exemption Under Section 501(c)(3), plus IRS correspondence and determination letter;
- Federal and state income tax returns and records (including worksheets, bills and statements, agents’ reports and cancelled checks for tax payments), copies of federal and state income tax returns;
- Property and sales tax records and filings;
- Accounting ledger, journals, and registers;
- Mortgages, deeds, title papers, property acquisition records and property appraisals;

- Patent, trademark and copyright records, filings and certificates;
- Depreciation schedules, fixed asset records; chart of accounts;
- Annual reports;
- Insurance policies;
- Organization charts; and
- Policies and procedures.

Records that are Kept for 10 Years:

- Worker's compensation reports; and
- Lobbying reports and supporting documentation (time records and invoices).

Records that are Kept for Seven Years:

- Contracts, including corporate contracts, consulting contracts, employee contracts, and vendor contracts;
- Disability claims and unemployment claims;
- Invoices, cancelled notes;
- Earnings records, paycheck records, withholding and exemption certificates, wage rate records;
- Credit and collection correspondence;
- Personnel correspondence;
- Equipment leases (after expiration);
- Expense reports (employee);
- Voucher records;
- Securities (brokerage slips);
- Uncollectible accounts records;
- Accident reports (settled) and fire damage reports;
- Sales slips (cash and charge) and shipping records;
- Check register and checks (paid and cancelled);
- Maintenance and repair records;
- Authorizations;
- Speeches;
- Congressional testimony;
- Judicial hearings and testimony; and
- Other testimony before federal or state committees and subcommittees.

Records that are Kept Five Years:

- Accounting correspondence;
- Budgets; and
- Correspondence between the corporation and the U.S. Congress and Courts.

Records that are Kept Three Years:

- General correspondence (including internal correspondence-type memoranda);
- Purchase order copies;
- Receiving reports, remittance statements and requisitions;
- Delivery receipts and deposit slip copies;
- Equipment repair records; and
- Fidelity bonds.

Records that are Kept Two Years:

Employment applications and interview tools and tests (if any).

Destruction of Documents

Destruction of documents after the expiration of the Applicable Retention Period outlined above are as follows: (a) paper files will be shredded; (b) microfilm, microfiche, audio and video files will be destroyed; and (c) electronic documents will be expunged from the corporation server.

The destruction of documents will be suspended immediately in the event of litigation, subpoena, or government investigation.

Conflicts of Interest Policy*Scope*

This Conflicts of Interest Policy applies to YouthFriends' members, directors, members of any committee appointed by the Board of Directors, officers, staff, and employees (each a "Covered Person"). This Conflicts of Interest Policy supersedes and replaces in their entirety all previous conflicts of interest policies and procedures that have been in effect for the corporation.

This Conflicts of Interest Policy is not an exhaustive codification of rules of conduct, as no policy can be. Responsibility for integrity and fairness in all corporation operations must be fulfilled through individual compliance with the spirit as well as the letter of the law and by careful and thoughtful adherence to the highest ethical standards.

Conflict of Interest Defined

A "conflict of interest" is defined generally as any situation where a person has an existing or potential personal or private interest in any transaction or arrangement which impairs or might reasonably appear to impair his or her ability to act and discharge his or her responsibilities exclusively and solely in the best interests of the corporation, or which may reasonably be perceived to prevent him or her from being able to act impartially and objectively in choosing between the interests of the corporation and his or her interests or the interests of some other person. Conflicts of interest are not inherently illegal or to be regarded as a reflection upon the integrity of the individual involved. It is the manner in which the individual and Board of Directors deal with a disclosed conflict that determines the propriety of the transaction.

Process

General

1. Any Covered Person who believes that he or she has or may have a conflict of interest respecting a proposed transaction must promptly and fully disclose the actual or potential conflict of interest and all material related facts to the corporation. It is important that all existing or potential conflicts of interest be disclosed to the corporation, even if seemingly insignificant or immaterial. Any person in any situation where there is a question as to whether there is or is not a conflict of interest should always resolve the question by disclosure.

2. Disclosure may be made to either the President or Chair of the Board who, in consultation with counsel when appropriate, will determine whether the transaction involves a conflict of interest. The President or Chair of the Board shall report his or her finding to the Board of Directors or to the disinterested directors of any committee considering the transaction.

3. If a proposed transaction may or will give rise to a conflict of interest, the proposed transaction shall then be reviewed and voted upon by the disinterested directors of the corporation's Board of Directors or, if applicable and if allowable under the corporation's Restated Bylaws and governing state law, by the disinterested Directors serving on any committee which is to consider and act upon the proposed transaction. The disinterested directors of the board or committee in voting upon the proposed transaction shall consider whether the proposed transaction is in the corporation's best interests and whether such disinterested directors in good faith reasonably believe that the transaction is not unfair to the corporation, and shall make their decision as to whether to enter into the proposed transaction in conformity with such determination. Notwithstanding the foregoing, a proposed transaction may not be approved by a single disinterested director. If a majority of the disinterested directors on the Board of Directors or committee in question vote to approve the proposed transaction, a quorum shall be deemed to be present for the purpose of taking action unless the corporation's Articles of incorporation or Restated Bylaws or then applicable law provides otherwise.

3. An individual with a conflict of interest may be present during the portion of the meeting of the Board of Directors or committee in which the remaining Directors discuss and vote upon the proposed transaction. Such individual, however, shall not participate in the discussion concerning the transaction or otherwise use his or her personal influence on such remaining directors respecting the proposed transaction and shall abstain from voting on the proposed transaction.

4. The minutes of the Board of Directors or committee meeting in which any proposed transaction where a conflict of interest exists is discussed and approved or disapproved shall contain: (a) the names or identities of the individuals who disclosed or otherwise were found to have a conflict of interest in the proposed transaction; the nature of the conflict of interest; and any action taken to determine whether a conflict of interest in fact existed; and (b) the names of the persons who

were present for discussions and votes relating to the proposed transaction; the names of those persons who recused themselves from discussions concerning the proposed transaction and did not vote on same; the general content of the discussion, to include a description of all comparability data and/or surveys reviewed and considered; and a record of any votes taken in connection with the proposed transaction.

Violations of Conflicts of Interest Policy

If any member of the Board of Directors, any officer, or any committee member has reasonable cause to believe that a member of the corporation, director, or officer has failed to disclose any actual or possible conflict of interest, he or she shall advise the President, who shall then inform the individual in question of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.

After hearing and considering such individual's response and after making any further investigation or review as may be warranted by the circumstances, the President shall report the matter to the Board of Directors. If the board, by the majority vote of all directors (excluding, however, any director if he or she is the person who has allegedly failed to disclose), determines that the individual has failed to disclose an actual or possible conflict of interest, the board, by majority vote, shall take appropriate disciplinary and corrective action.

If the Board of Directors or an officer has reasonable cause to believe that a corporation employee has failed to disclose any actual or possible conflict of interest, the President of the corporation shall inform the individual in question and discuss the same with the individual in the manner described above, and the President shall be authorized and have the authority to take whatever disciplinary and corrective action respecting such individual as the President deems appropriate. Any such situation and the action taken by the President shall be reported to the Board of Directors.

If any corporation employee becomes aware of any violation of this Conflicts of Interest Policy, such person shall promptly report the same to the President of the corporation. Alternatively, if the person so desires, disclosure may be made to the corporation's law firm, Lathrop & Gage L.C. (Russell D. Jones), which shall provide the information to the corporation's Board of Directors.

Written Confirmation Statements

Initial Statements

Each new Covered Person, when first accepting such a position, shall be referred to and advised specifically of the corporation's Governance Policy and asked to acknowledge the receipt of this policy and affirm that he/she or it has reviewed and agrees to abide by it.

Annual Statements

1. Each director, officer, and employee, and each member of any committee who is not a director or officer, shall annually sign a statement, which shall be delivered to the President of the corporation.

2. Copies of the annual statements shall be provided to the Finance Committee. A summary of the results of the annual statements shall be circulated to all members of the Board of Directors, and any additional information which any board member may seek respecting such summary or statements shall be made available to him or her.

Periodic Education and Review

Education

Directors, officers, and employees, and each member of any committee who is not a director or officer, periodically as appropriate, should be educated and re-educated respecting this Conflicts of Interest Policy.

Review

1. To monitor whether the corporation operates in a manner which will not give rise to conflicts of interest and is in compliance with this Conflicts of Interest Policy, periodic reviews not less frequently than annually shall be conducted.

2. The results of each such periodic review shall be reported to the full Board of Directors.

3. When conducting the periodic reviews as provided for herein, the corporation may, but need not, use outside advisors, provided that each such advisor is independent. If outside experts or advisors are used, such use shall not relieve the directors of their responsibility for ensuring periodic reviews are conducted.

Foundation Information

No Covered Person shall improperly use or disclose proprietary or confidential information of the corporation.

Conflict of Interest Statement and Disclosure Form

I hereby acknowledge that I have read the corporation's Conflicts of Interest Policy and agree to abide by it.

I hereby inform the Board of Directors of the corporation that I, or my immediate family members, play a fiduciary or leading role with the following organizations(s) which have received support or may seek support from the corporation.

I hereby inform the Board of Directors of the Foundation that I, or my immediate family members have a significant financial interest or play a leading role in the following organizations(s) which have or may be seeking a business relationship with the Foundation.

Signature: _____ Date: _____

Note: Please inform the President of the Foundation of any change of status after submission of this form.

Related-Party Transactions Statement and Disclosure Form

Fill in the following information about organizations (including for-profit and not-for-profit corporations, partnerships, limited liability companies, sole proprietorships, trusts, estates and other entities of any kind) of which you are a director, officer, trustee, partner, member, sole proprietor, beneficiary (e.g., recipient of funds, property, or other benefits), or significant shareholder (own or control the voting of over 5% of shares outstanding) and which, to the best of your knowledge, engaged in any financial or other business transactions of any kind with YouthFriends, the Greater KC Community Foundation or members of either organization's Board of Directors during the most recent fiscal year. (Use additional sheets if necessary.)

IF NONE, PLEASE INITIAL HERE _____

Name of Organization	Relationship with Organization, including ownership percentage if over 5%
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|----------|-------|
| A. _____ | _____ |
| B. _____ | _____ |
| C. _____ | _____ |
| D. _____ | _____ |

Fill in the information about any organization (including for-profit and not-for-profit corporations, partnerships, limited liability companies, sole proprietorships, trusts, estates and other entities of any kind) of which *a member of your immediate family* is a director, officer, trustee, partner, member, sole proprietor, beneficiary (e.g., recipient of funds, property, or other benefits), or significant shareholder (own or control the voting of over 5% of shares outstanding) and that to the best of your knowledge, engaged in any financial or other business transactions of any kind with YouthFriends, the Greater KC Community Foundation or members of either organization's Board of Directors during the most recent fiscal year. (Use additional sheets if necessary.)

IF NONE, PLEASE INITIAL HERE _____

Name of Organization	Name of Family Member	Relationship to You	Relationship to Organization
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|----------|-------|-------|-------|
| A. _____ | _____ | _____ | _____ |
| B. _____ | _____ | _____ | _____ |
| C. _____ | _____ | _____ | _____ |

Signature: _____ Date: _____