

39 ALPHA
RESEARCH
GOVERNANCE
POLICIES

39 ALPHA RESEARCH COMPENSATION POLICY

This compensation policy of 39 Alpha Research (the “Corporation”) is designed to: (i) support the Corporation’s mission, strategy and values; (ii) ensure compliance with the provisions of the I.R.S. Code applicable to Section 501(c)(3) organizations relating to compensation; and (iii) maintain public confidence in the Corporation due to the rigor and thoroughness of its deliberations.

ARTICLE I DIRECTOR COMPENSATION

The Corporation does not pay its directors compensation for serving in such positions. Any compensation paid to directors for services provided to the Corporation in addition to the services they provide as directors shall be separately determined subject to the Corporation’s Conflict of Interest Policy.

ARTICLE II EXECUTIVE AND STAFF COMPENSATION

The objectives of the Corporation’s executive and staff compensation policies are designed to attract, retain, motivate and reward executive officers and staff who contribute to the Corporation’s success in fulfilling its mission. The Corporation shall not make loans to directors, executives, or staff. The Corporation will consider the following in setting compensation:

- Performance, skills and competencies, development and growth, and effective visible commitment to the Corporation.
- Adjustments to salary and benefits will be based on changes in the marketplace (subject to the Corporation’s financial constraints) and job performance including growth in mastering job competencies and will be consistent with practice in the nonprofit marketplace.
- Structured performance reviews with identifiable individual growth and development as well as professional achievement goals. The goals will be accompanied by identification of effective benchmarks for measuring success.
- The appropriate external marketplace.
- The advice and services of a professional compensation consultant or other appropriate means to assess the reasonableness of compensation.

ARTICLE III CHANGES TO THE POLICY

This Compensation Policy has been reviewed and accepted by the Board. The Board must approve any changes to or deviations from this Policy.

CERTIFICATE OF ADOPTION

The foregoing Compensation Policy was duly adopted by the Board of Directors effective as of the ____ day of _____, 2020.

39 ALPHA RESEARCH

Douglas Moore, Secretary

39 ALPHA RESEARCH CONFIDENTIALITY POLICY

39 Alpha Research (the “Corporation”) recognizes that efficient operation requires the maintenance and management of extensive Confidential Information related to its programs as well as donor and prospect records. The purpose of this Confidentiality Policy is to memorialize the Corporation’s position on confidentiality.

The Corporation considers certain information to be “Confidential Information”. Such Confidential Information includes, but is not limited to, the following:

- Fundraising Plans
- Grant Files
- Contribution Files
- Donor Records
- Donor Lists
- Charitable Gift Information
- Resource Development Data
- Financial Projections
- Personnel Information
- Legal Information
- Program Data
- Manuals
- Contracts
- Agreements
- Board and Committee Meeting Discussions
- Board and Committee Meeting Materials

These obligations will not apply to any Confidential Information that a receiving party proves: (i) was or becomes publicly available through no wrongful act of such receiving party; or (ii) was required to be disclosed by law.

A. Confidentiality of Corporation Business. Discussions that take place in the context of the Corporation’s operations require discretion, including discussions pertaining to board meetings, committee meetings, personnel issues, development and fundraising activities, etc. The positions or statements of individual Board members, advisors, or staff should not be discussed outside of official Corporation meetings and processes. Likewise, the content of Corporation business, including documents or analysis of documents, should not be discussed or shared outside official meetings and processes.

B. Confidentiality of Records. The President shall be responsible for maintaining the confidentiality of donor and prospect Records. In this context, “Records” is construed to mean all files, including electronic data, containing information on the Corporation’s donors or prospective donors. Records will normally be available to staff as needed to fulfill their duties. At the discretion of the President, staff may make all or part of any record available to Corporation volunteers to assist them in executing their specific responsibilities. The Corporation’s auditors, legal counsel

and other consultants are authorized to review Confidential Information as required for the purposes for which they are engaged. All persons accessing donor or prospect Records in the conduct of Corporation business are called upon to maintain the confidentiality of said Records. Staff may share information with donors, fund beneficiaries, and grantees pertaining to their own gifts, funds, grants, etc.

C. Publication of Donor Names. Unless otherwise requested by the donor, the names of all individual donors may be listed in the Corporation's annual report and/or in other appropriate vehicles. The Corporation will not publish the amount of any donor's gift without the permission of the donor. Donors making gifts to the Corporation by bequest or other testamentary device are deemed to have granted such permission unless the terms of the gift instrument state otherwise.

D. Memorial/Tribute Gifts. The names of donors of memorial or tribute gifts may be released to the honoree, next of kin, or appropriate member of the immediate family, unless otherwise specified by the donor. Gift amounts are not to be released without the express consent of the donor.

E. Anonymous Gifts. The President is authorized to accept anonymous gifts to the Corporation, and to handle them appropriately. The name of the donor may be withheld from the Board of Directors (the "Board") at the President's discretion, if so requested by the donor. Board members will respect the anonymity of any such gift.

F. Giving Categories. If giving categories have been stipulated for a specific fund drive, challenge grant, or Mission, or as part of the Corporation's ongoing recognition program, then the donors, unless they otherwise specify, are deemed to have given the Corporation permission to publish their names associated with the particular giving category. Similarly, the Corporation may publish giving categories associated with donor names in its annual report and, unless a donor specifies otherwise, his/her name may be included therein.

G. No Disclosures to Third Parties. The Corporation shall not release to third parties or allow third parties to copy, inspect, or otherwise use Corporation records or other information pertaining to the identification of a donor or donor's gifts. No disclosures to third parties of such information, including addresses and demographic information, shall be made without the donor's consent.

H. Public Disclosure. The Corporation will comply with both the letter and spirit of all public disclosure requirements, including the open availability of its Form 990 tax returns. This policy shall not be construed in any manner so as to prevent the Corporation from disclosing information to taxing authorities or other governmental agencies or courts having regulatory control or jurisdiction over the Corporation. However, all staff, volunteers, and consultants must hold strictly confidential all issues of a private nature, including, but not limited to, all issues explicitly discussed in this policy.

I. Consequences of Policy Violation. Violations of this Confidentiality Policy are considered very serious and may result in disciplinary action up to and including dismissal for employees or consultants or removal from the Board or any committee for volunteers.

CHANGES TO THE POLICY

This Confidentiality Policy has been reviewed and accepted by the Board. The Board must approve any changes to or deviations from this Policy.

CERTIFICATE OF ADOPTION

The foregoing Confidentiality Policy was duly adopted by the Board of Directors effective as of the ____ day of _____, 2020.

39 ALPHA RESEARCH

Douglas Moore, Secretary

39 ALPHA RESEARCH

**Confidentiality Agreement
For Board of Directors, Officers, Volunteer, Consultants, and Employees**

By signing below, I acknowledge that:

- 1) I have received a copy of the Confidentiality Policy;
- 2) I have read and understand the Confidentiality Policy; and
- 3) I agree to abide by the Confidentiality Policy in my role as a director, officer, volunteer, consultant or employee.

I acknowledge and agree that I will not disclose any Confidential Information, in whatever form to unauthorized parties. I agree that at the end of my relationship with the Corporation, I will destroy or return to the Corporation all records containing Confidential Information in my possession or control regardless of how stored or maintained, including all originals, copies and compilations and all information stored or maintained on computer, tapes, discs, E-mail or any other form of technology.

Signature _____

Printed Name _____

Date _____

39 ALPHA RESEARCH CONFLICT OF INTEREST POLICY

The following Conflict of Interest Policy (this “Policy”) constitutes the conflict of interest procedures of 39 Alpha Research (the “Corporation”).

CONFLICT OF INTEREST

A member of the Board of Directors (the “Board”), member of any Board committee, officer, key employee, highest compensated employee or other person with substantial influence over the affairs of 39 Alpha Research (“Interested Person”) has a conflict of interest if they, their Family Member, or a Business Interest (both as defined below) are closely linked to a transaction involving the Corporation and the interest is of such significance to the Interested Person that the interest would reasonably be expected to exert an influence on the Interested Person’s judgment if the Interested Person were called on to vote on the transaction.

FAMILY MEMBER

As used in this Policy, the term “Family Member” means an Interested Person’s spouse, ancestors, siblings, and descendants and the spouses of siblings and descendants.

BUSINESS INTERESTS

As used in this Policy, the term “Business Interest” means a business entity, trust, or estate in which an Interested Person and their Family Members hold, directly or indirectly, 35% or more of the interests.

DISCLOSURE

Any Interested Person with a potential or actual conflict of interest between the Corporation’s interests and the Interested Person’s personal interests, Family Members’ interests, or Business Interests, shall disclose this conflict of interest to the Board on a timely basis.

ABSTENTION

If an Interested Person has a conflict of interest relating to any matter under consideration for a decision by the Board, he or she shall abstain from any vote, discussion (except as the remaining Board deems necessary for informational purposes), or any attempt to influence the decision of the Board on that matter. The Board may also require the Interested Person to be excused from a meeting while the matter is being deliberated and voted on.

INVESTIGATION

The disinterested members of the Board or relevant Board committee, as the case may be, shall review the conflicted transaction and determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement may not be obtained under circumstances that would not give rise to a conflict of interest, the disinterested members of the

Board or Board committee, as the case may be, shall determine whether the conflicted transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation, and the disinterested members of the Board or relevant Board committee shall decide whether to enter into the transaction or arrangement in conformity with such determination.

RECORDING

The fact of an Interested Person's disclosure and abstention shall be noted in the minutes of any meeting during which they occur.

DIRECTOR INDEPENDENCE

The directors shall make decisions in the Corporation's best interests only, without regard to the personal, Family Interests, financial, or Business Interests of any individual director.

COMPENSATION

The Board may hire and compensate individuals for necessary services rendered to the Corporation so long as such compensation is reasonable. The Board shall determine reasonable compensation amounts based upon compensation paid by similarly situated nonprofits for like services. The Board may rely upon salary studies, as well as data regarding compensation paid by at least three specific peer organizations of similar size to determine reasonable compensation. The terms of such compensation, information relied upon to determine the terms of any compensation, and its source shall be recorded in writing.

An individual who is a voting member of the Board or a committee with Board delegated powers and who receives compensation, directly or indirectly, from the Corporation for services is precluded from participating in discussions or votes pertaining to their own compensation.

ANNUAL STATEMENTS

Each Interested Person shall annually sign a Conflict of Interest disclosure statement which affirms that such person:

- 1) has received a copy of the Corporation's Conflict of Interest Policy,
- 2) has read and understands the Corporation's Conflict of Interest Policy,
- 3) has agreed to comply with the Corporation's Conflict of Interest Policy, and
- 4) understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

CHANGES TO THE POLICY

This Conflict of Interest Policy has been reviewed and accepted by the Board. The Board must approve any changes to or deviations from this Policy.

CERTIFICATE OF ADOPTION

The foregoing Conflict of Interest Policy was duly adopted by the Board of Directors effective as of the ____ day of _____, 2020.

39 ALPHA RESEARCH

Douglas Moore, Secretary

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CONFLICT OF INTEREST DISCLOSURE STATEMENT

As part of its Conflict of Interest Policy 39 Alpha Research (the “Corporation”) requires that every Interested Person (defined as members of the Board of Directors (the “Board”), members of any Board committee, officers, key employees, highest compensated employees, or other persons with substantial influence over the affairs of the Corporation disclose interests that could lead to an actual or apparent conflict of interest. This disclosure form is intended to satisfy the Policy’s annual disclosure requirement. Please describe the circumstances surrounding any positive response in the space provided or on a separate sheet. Capitalized terms not defined in this disclosure statement shall have the meaning set forth in the Conflict of Interest Policy.

I. DISCLOSURE

A. Name of Person Signing Disclosure: _____

Capacity (check all which apply):

_____ Member of Board

_____ Member of Board committee

_____ Officer

_____ Key employee

_____ Highest compensated employee

_____ Other person with substantial influence over the affairs of the Corporation

B. Have you, any of your Family Members, or any entity in which you or a Family Member has a 35% interest engaged in any of the following transactions with the Corporation in the past year:

(i) provided services or property to the Corporation in exchange for consideration?

_____ YES _____ NO

(ii) had any direct or indirect interest in any transaction to which the Corporation was or is a party?

_____ YES _____ NO

(iii) become indebted to pay money to the Corporation (other than travel advances or the like)?

_____ YES _____ NO

(iv) received or become entitled to receive any personal benefits from the Corporation that in the aggregate could be valued in excess of \$100, that were not or will not be compensation directly related to your duties to the Corporation?

____ YES ____ NO

(v) received compensation from an organization that is related to the Corporation through common supervision or control?

____ YES ____ NO

If yes, please describe the proceeding(s) and if a Family Member or related entity is involved, the identity of the Family Member or related entity and your relationship with that person or entity:

C. Do you have a family relationship or a business relationship with any other officer, director, trustee, or key employee of the Corporation?

____ YES ____ NO

D. Did you receive compensation from any unrelated organization for services rendered to the Corporation?

____ YES ____ NO

E. Are you aware of any other events, transactions or other situations that have occurred or may occur in the future that you believe should be examined by the Corporation in accordance with the terms and intent of its Conflict of Interest Policy?

____ YES ____ NO

If yes to any of the above, please describe the situation(s) and if a Family Member or related entity is involved, the identity of the Family Member or related entity and your relationship with that person or entity:

By signing this Conflict of Interest disclosure, I hereby confirm that:

- 1) I have received a copy of the Corporation's Conflict of Interest Policy,
- 2) I have read and understand the Corporation Conflict of Interest Policy
- 3) I agree to comply with the Corporation's Conflict of Interest Policy,
- 4) My responses to the above questions are complete and accurate to the best of my information and belief.
- 5) I understand that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.
- 6) If I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with the Conflict of Interest Policy, I will notify an officer of the Board immediately.

Signature. _____

Printed Name. _____

Date. _____

**39 ALPHA RESEARCH
IRS FORM 990 REVIEW POLICY**

The purpose of the IRS Form 990 Review Policy (this “Policy”) is to establish the Corporation’s procedures for review of the Form 990, prior to the annual filing, by the Board of Directors (“Board”) of 39 Alpha Research (the “Corporation”).

**ARTICLE I
POLICY**

The Corporation recognizes that the governance role of its Board includes the annual review of the Form 990. Accordingly, the Corporation requires a thorough review of the Form 990, by the Board, prior to its filing.

**ARTICLE II
PROCEDURES**

1. The Corporation’s senior management is responsible for the timely preparation of the Form 990.

2. The completed Form 990 will be provided to the committee responsible for finances sufficiently in advance of the filing deadline to enable a detailed and conscientious review by all members of the committee. All questions, concerns, etc. of the committee members will be addressed by the Treasurer or the Corporation’s CPA and incorporated into the Form 990 as appropriate.

3. All members of the Board will be invited to review the completed Form 990 in advance of the filing deadline. All questions, concerns, etc. of the members of the Board will be addressed by the Treasurer or CPA and incorporated into the Form 990 as appropriate.

4. After input from the Board and the relevant committees has been appropriately addressed, the Corporation’s senior management will file the final Form 990 as required.

**ARTICLE III
CHANGES TO THE POLICY**

This IRS Form 990 Review Policy has been reviewed and accepted by the Board. The Board must approve any changes to or deviations from this Policy.

CERTIFICATE OF ADOPTION

The foregoing IRS Form 990 Review Policy was duly adopted by the Board of Directors effective as of the ____ day of _____, 2020.

39 ALPHA RESEARCH

Douglas Moore, Secretary

39 ALPHA RESEARCH RECORD RETENTION POLICY

39 Alpha Research's (the "Corporation") Record Retention Policy (this "Policy") sets forth the procedures regarding the retention and disposal of records, including electronic documents.

ARTICLE I PURPOSE

The purpose of this Policy is to ensure that necessary records and documents are adequately protected and maintained and that records that are no longer needed or are of no value are discarded at the proper time.

ARTICLE II ADMINISTRATION

Attached as **Appendix A** is a Record Retention Schedule (the "Schedule") that is approved as the initial maintenance, retention and disposal schedule for the Corporation's physical records and electronic documents. The President is the officer in charge of the administration of this Policy and the implementation of processes and procedures to ensure that the Schedule is followed. The President is also authorized to: make modifications to the Schedule from time to time to ensure that it is in compliance with local, state and federal laws and includes the Corporation's appropriate document and record categories; monitor local, state and federal laws affecting record retention; annually review the record retention and disposal program; and monitor compliance with this Policy.

Note: In the event of a governmental audit, investigation or pending litigation, record disposal shall be suspended upon the direction of the President. In addition, he/she should be informed of any situation that might give rise to legal action as soon as the situation becomes apparent and shall thereafter have the discretion to suspend record disposal as he/she may consider appropriate.

ARTICLE III APPLICABILITY

This Policy applies to all physical records generated in the course of the Corporation's operation, including both original documents and reproductions.

ARTICLE IV CHANGES TO THE POLICY

This Record Retention Policy has been reviewed and accepted by the Board. The Board must approve any changes to or deviations from this Policy.

CERTIFICATE OF ADOPTION

The foregoing Record Retention Policy was duly adopted by the Board of Directors effective as of the ____ day of _____, 2020.

39 ALPHA RESEARCH

Douglas Moore, Secretary

APPENDIX A RECORD RETENTION SCHEDULE

The Record Retention Schedule is organized as follows:

SECTION TOPICS

A	Accounting and Finance
B	Contracts
C	Corporate Records
D	Correspondence and Internal Memoranda
E	Grant Records
F	Insurance Records
G	Legal Files and Papers
H	Miscellaneous
I	Payroll Documents
J	Pension Documents
K	Personnel Records
L	Property Records
M	Tax Records
N	Contribution Records

A. ACCOUNTING AND FINANCE

Record Type	Retention Period
Accounts Payable ledgers and schedules	7 years
Accounts Receivable ledgers and schedules	7 years
Annual Audit Reports and Financial Statements including compiled financial statements and reviews	Permanent
Annual Audit Records, including work papers and other documents that relate to the audit	7 years after completion of audit
Annual Plans and Budgets	2 years
Bank Statements and Canceled Checks	7 years
Employee Expense Reports	7 years
General Ledgers	Permanent
Interim Financial Statements	7 years
Notes Receivable ledgers and schedules	7 years
Investment Records	7 years after sale of investment

B. CONTRACTS

Record Type	Retention Period
Contracts and Related Correspondence (including any	7 years after expiration or termination

proposal that resulted in the contract and all other supportive documentation)

C. CORPORATE RECORDS

Record Type	Retention Period
Corporate Records (minute books, signed minutes of the Board and all committees, corporate seals, articles of incorporation, bylaws, annual corporate reports)	Permanent
Licenses and Permits	Permanent

D. CORRESPONDENCE AND INTERNAL MEMORANDA

General Principle: Most correspondence and internal memoranda should be retained for the same period as the document they pertain to or support. For instance, a letter pertaining to a particular contract would be retained as long as the contract (7 years after expiration). It is recommended that records that support a particular project be kept with the project and take on the retention time of that particular project file.

Correspondence or memoranda that do not pertain to documents having a prescribed retention period should generally be discarded sooner. These may be divided into two general categories:

1. Those pertaining to routine matters and having no significant or lasting consequences should be discarded *within two years*. Some examples include:

- Routine letters and notes that require no acknowledgment or follow-up, such as notes of appreciation, congratulations, letters of transmittal, and plans for meetings.
- Form letters that require no follow-up.
- Letters of general inquiry and replies that complete a cycle of correspondence.
- Letters or complaints requesting specific action that have no further value after changes are made or action taken (such as name or address change).
- Other letters of inconsequential subject matter or that definitely close correspondence to which no further reference will be necessary.
- Chronological correspondence files.

Please note that copies of interoffice correspondence and documents where a copy will be in the originating department file should be read and destroyed, unless that information provides reference or direction to other documents and must be kept for project traceability.

2. Those pertaining to non-routine matters or having significant lasting consequences should generally be retained permanently.

E. GRANT RECORDS

Record Type	Retention Period
Original grant application	7 years after completion of grant period
Award letter and subsequent modifications, if applicable	7 years after completion of grant period
Grant award reports, both financial and narrative	7 years after completion of grant period
All pertinent formal correspondence including opinion letters of counsel	7 years after completion of grant period
Report assessment forms	7 years after completion of grant period

F. INSURANCE RECORDS

Record Type	Retention Period
Annual Loss Summaries	10 years
Audits and Adjustments	3 years after final adjustment
Certificates Issued to the Corporation	Permanent
Claims Files (including correspondence, medical records, injury documentation, etc.)	Permanent
Group Insurance Plans - Active Employees	Until Plan is amended or terminated
Group Insurance Plans - Retirees	Permanent or until 6 years after death of last eligible participant
Inspections	3 years
Insurance Policies (including expired policies)	Permanent
Journal Entry Support Data	7 years

Loss Runs	10 years
Releases and Settlements	25 years

G. LEGAL FILES AND PAPERS

Record Type	Retention Period
Legal Memoranda and Opinions (including all subject matter files)	7 years after close of matter
Litigation Files	1 year after expiration of appeals or time for filing appeals
Court Orders	Permanent
Requests for Departure from Records Retention Plan	10 years

H. MISCELLANEOUS

Record Type	Retention Period
Consultant's Reports	2 years
Material of Historical Value (including pictures, publications)	Permanent
Policy and Procedures Manuals - Original	Current version with revision history
Policy and Procedures Manuals - Copies	Retain current version only
Annual Reports	Permanent

I. PAYROLL DOCUMENTS

Record Type	Retention Period
Employee Deduction Authorizations	4 years after termination

Payroll Deductions	Termination + 7 years
W-2 and W-4 Forms	Termination + 7 years
Garnishments, Assignments, Attachments	Termination + 7 years
Labor Distribution Cost Records	7 years
Payroll Registers (gross and net)	7 years
Time Cards/Sheets	2 years
Unclaimed Wage Records	6 years

J. PENSION DOCUMENTS AND SUPPORTING EMPLOYEE DATA

General Principle: Pension documents and supporting employee data shall be kept in such a manner that the Corporation can establish at all times whether or not any pension is payable to any person and, if so, the amount of such pension.

Record Type	Retention Period
Retirement and Pension Records	Permanent

K. PERSONNEL RECORDS

Record Type	Retention Period
Commissions/Bonuses/Incentives/Awards	7 years
EEO- I /EEO-2 - Employer Information Reports	2 years after superseded or filing (whichever is longer)
Employee Earnings Records	Termination + 7 years
Employee Handbooks	1 copy kept permanently
Employee Medical Records	Termination + 6 years
Employee Personnel Records (including individual	6 years after termination

attendance records, application forms, job or status change records, performance evaluations, termination papers, withholding information, garnishments, test results, training and qualification records)

Employment Contracts - Individual	7 years after termination
Employment Records - Correspondence with Employment Agencies and Advertisements for Job Openings	3 years from date of hiring decision
Employment Records - All Non-Hired Applicants (including all applications and resumes - whether solicited or unsolicited, results of post-offer, pre-employment physicals, results of background investigations, if any, related correspondence)	2-4 years (4 years if file contains any correspondence which might be construed as an offer)
Job Descriptions	3 years after superseded
Personnel Count Records	3 years
Forms I-9	3 years after hiring, or 1 year after termination if later

L. PROPERTY RECORDS

Record Type	Retention Period
Correspondence, Property Deeds, Assessments, Licenses, Rights of Way	Permanent
Original Purchase/Sale/Lease Agreement	Permanent
Property Insurance Policies	Permanent

M. TAX RECORDS

General Principle: The Corporation must keep books of account or records as are sufficient to establish amount of gross income, deductions, credits, or other matters required to be shown in any such return.

These documents and records shall be kept for as long as the contents thereof may

become material in the administration of federal, state, and local income, franchise, and property tax laws.

Record Type	Retention Period
Tax-Exemption Documents and Related Correspondence	Permanent
IRS Rulings	Permanent
Excise Tax Records	7 years
Payroll Tax Records	7 years
Tax Bills, Receipts, Statements	7 years
Tax Returns - Income, Franchise, Property	Permanent
Tax Work paper Packages - Originals	7 years
Sales/Use Tax Records	7 years
Annual Information Returns - Federal and State	Permanent
IRS or other Government Audit Records	Permanent

N. CONTRIBUTION RECORDS

Record Type	Retention Period
Records of Contributions	Permanent
Wills, trusts or other documents evidencing terms of gifts	Permanent

**39 ALPHA RESEARCH
SIGNATURE AUTHORITY POLICY**

I. Purpose of Policy

39 Alpha Research’s (the “Corporation”) Signature Authority Policy (this “Policy”) is intended to ensure that commitments of its resources are properly reviewed and approved and that its contracts and agreements are signed by authorized officials. It identifies who within the Corporation is authorized to commit institutional resources on its behalf through agreements executed in its name. It also describes necessary steps in the contract review process and protocols for the delegation of signatory authority.

II. Applicability of the Policy

This Policy is applicable to all the Corporation’s officers and employees. It governs contractual agreements relating to commercial and non-commercial transactions, such as those involving goods, supplies, equipment, services, and real property.

III. Signatures Required for Checks and Fund Transfers

Checks and fund transfers may be authorized as follows:

	President	One Additional Board Member	Board Resolution
Budgeted financial commitments of \$5,000 or less	Required	Not Required	Not Required
Budgeted financial commitments greater than \$5,000 and less than \$10,000	Required	Required	Not Required
Unbudgeted financial commitments and budgeted financial commitments of \$10,000 or more	Required	Required	Required

IV. Contract Approval Authority

Purchase orders and contracts may be executed as follows:

	President	One Additional Board Member	Legal Counsel Review and Board Resolution
All budgeted purchase orders and contracts committing less than \$5,000 or whose terms are no more than one year	Required	Not Required	Not Required
Budgeted purchase orders and contracts whose values or financial exposure are greater than \$5,000 but less than \$10,000 or whose terms are greater than one year but less than three years	Required	Required	Not Required
Unbudgeted purchase orders and contracts as well as budgeted purchase orders and contracts whose values or financial exposure are greater than \$10,000 or whose terms are greater than three years	Required	Required	Required

V. Changes to the Policy

This Signature Authority Policy has been reviewed and accepted by the Board. The Board must approve any changes to or deviations from this Policy.

CERTIFICATE OF ADOPTION

The foregoing Signature Authority Policy was duly adopted by the Board of Directors effective as of the _____ day of _____, 2020.

39 ALPHA RESEARCH

Douglas Moore, Secretary

**39 ALPHA RESEARCH
TRAVEL AND EXPENSE REIMBURSEMENT POLICY**

The following policy constitutes the procedures followed by 39 Alpha Research (the “Corporation”) for its travel and expense reimbursements.

**ARTICLE I
WHO IS REIMBURSED**

Members of the Board of Directors (“Board”), officers, committees, special committees, staff and authorized representatives shall be reimbursed for pre-authorized expenses incurred while on Board approved corporate business.

**ARTICLE II
REIMBURSEMENT**

Ordinary and necessary business and professional expenses incurred on behalf of the Corporation are reimbursable only if receipts adequately substantiate the expenses. Receipts are required for all expenditures for which reimbursement is sought whether paid by the individual, billed to the individual, or billed directly to the Corporation. Receipts are similarly required for all credit card charges, airfare and applicable hotel charges.

Requesting reimbursement should be submitted within thirty (30) days of completion of the trip, accompanied by an explanation for all unusual items or amounts. Allow at least two (2) weeks after receipt for reimbursement.

Advances that are not substantiated within thirty (30) days must be returned (paid back) to the Corporation within sixty (60) days.

**ARTICLE III
REIMBURSABLE TRANSPORTATION EXPENSES**

Airfare - The least expensive direct, nonstop commercial airfare in coach class will be reimbursable from the airport nearest the traveler’s home or office to the airport nearest the destination.

Airline reservations should be made at least fourteen (14) days in advance of travel. Detailed reservation reports should be sent to the Corporation’s business office. Any additional expense related to companion travel is the responsibility of the traveler. Preferred carriers may be utilized if the airfare is equivalent to the lowest fare available. Mileage earned and compensation for denied boarding awarded to the traveler while on Corporation business is the property of the traveler and may be used at the traveler’s discretion.

Automobile, train, or bus - Total reimbursable expenses, including expenses incurred en route, shall not exceed the cost of airfare. Automobile expenses shall be reimbursed at the Corporation’s then current mileage reimbursement rate.

Shuttle, taxi, personal automobile, or other similar cost means to and from the airport at

the points of origin and destination, if essential for business purposes.

Parking - Parking at the airport of origin if personal automobile is used. Parking at the meeting site if travel by automobile is required.

ARTICLE IV LODGING

Lodging at the single-room rate for days of meetings, including night before and after if flight schedules make such stays necessary. Lodging expenses must be kept reasonable. Travelers are advised to select the lowest-rate accommodation that provides adequate business amenities, health standards, and security. Alternatively, selections may be made from the reasonable advice of partners based at the site of travel. The Corporation reserves the right to only partially reimburse accommodations that could be reasonably determined to be extravagant. Examples of such may include, but not limited to, luxury resorts or 5-star hotels.

ARTICLE V MEALS

The reasonable cost of meals while attending meetings and while in transit to and from the meeting site. If, in addition, meals are purchased for others, the individuals must be identified as those for whom the Corporation has responsibility for such expenses.

ARTICLE VI SATURDAY NIGHT STAY

If the airfare saving for a Saturday-night-stay is greater than or equal to the lodging, meals, and other reimbursable expense for the additional day(s) stay, the traveler has the option to stay and be reimbursed for expenses (up to the saved amount) for the additional day(s).

ARTICLE VII NONREIMBURSABLE EXPENDITURES

Under no circumstances will reimburse employees for business or professional expenses incurred on behalf of that are not properly substantiated. Such nonreimbursable expenditures include the following:

- First-class upgrades in air travel.
- When lodging accommodations have been arranged by the Corporation and the traveler elects to stay elsewhere, reimbursement is made at an amount no higher than the rate negotiated by the Corporation, and reimbursement is not made for transportation between the alternate lodging and meeting site.
- If an individual accompanies the traveler, it is the responsibility of the traveler to determine the added cost for double occupancy and related expenses and to make the appropriate adjustment in the reimbursement request.
- Personal non-business-related entertainment costs including movies, liquor, or bar costs.

**ARTICLE VIII
CHANGES TO THE POLICY**

This Travel and Expense Reimbursement Policy has been reviewed and accepted by the Board. The Board must approve any changes to or deviations from this Policy.

CERTIFICATE OF ADOPTION

The foregoing Travel and Expense Reimbursement Policy was duly adopted by the Board of Directors effective as of the _____ day of _____, 2020.

39 ALPHA RESEARCH

Douglas Moore, Secretary

**39 ALPHA RESEARCH
WHISTLEBLOWER POLICY**

The Whistleblower Policy (this “Policy”) is intended to encourage and enable employees and others to raise serious concerns within 39 Alpha Research (the “Corporation”) Corporation prior to seeking resolution outside the Corporation. There will be no punishment or other retaliation for the reporting of conduct pursuant to this Policy. If the person providing the information requests anonymity, the request will be respected to the extent that doing so does not impede an investigation.

The Corporation promotes ethical conduct, transparency and compliance with the law and requires directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Should any person know of, or have a suspicion about, illegal or unethical conduct in connection with the finances or other aspect of its operations, that person should inform the President. If the alleged wrongdoing concerns the President, then another officer or director should be notified instead.

Should the President or another officer or director receive information regarding alleged illegal or unethical conduct in connection with the finances or other aspect of operations, those officers or directors shall inform the full Board of Directors (the “Board”). The Board shall investigate all credible allegations and, at all times, respect the privacy and reputation of individuals involved.

CHANGES TO THE POLICY

This Whistleblower Policy has been reviewed and accepted by the Board. The Board must approve any changes to or deviations from this Policy.

CERTIFICATE OF ADOPTION

The foregoing Whistleblower Policy was duly adopted by the Board of Directors effective as of the _____ day of _____, 2020.

39 ALPHA RESEARCH

Douglas Moore, Secretary

39 ALPHA RESEARCH CODE OF ETHICS

39 Alpha Research (the “Corporation”) upholds the highest ethical standards. Any officer, director or employee found in violation of this Code of Ethics will be subject to appropriate disciplinary action.

I. Personal and Professional Integrity. All staff, board members and volunteers of the Corporation act with honesty, integrity and openness in all their dealings as representatives of the Corporation. The Corporation promotes a working environment that values respect, fairness and integrity.

II. Mission. The Corporation has a clearly stated mission and purpose, approved by the board of directors, in pursuit of the public good. All of its programs support that mission and all who work for or on behalf of the Corporation understand and are loyal to that mission and purpose. The mission is responsive to the constituency and communities served by the Corporation and of value to the society at large.

III. Governance. The Corporation has an active governing body 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 governing body:

- Ensures that its board members or trustees have the requisite skills and experience to carry out their duties and that all members understand and fulfill their governance duties acting for the benefit of the Corporation and its public purpose;
- Has a conflict of interest policy that ensures that any conflicts of interest or the appearance thereof are avoided or appropriately managed through disclosure, recusal or other means; and
- Is responsible for the hiring, firing, and regular review of the performance of the chief executive officer, and ensures that the compensation of the chief executive officer is reasonable and appropriate;
- Ensures that the PRESIDENT and appropriate staff provide the governing body with timely and comprehensive information so that the governing body can effectively carry out its duties;
- Ensures that the Corporation conducts all transactions and dealings with integrity and honesty;
- Ensures that the Corporation promotes working relationships with board members, staff, volunteers, and program beneficiaries that are based on mutual respect, fairness and openness;
- Ensures that the Corporation is fair and inclusive in its hiring and promotion policies and practices for all board, staff and volunteer positions;

- Ensures that policies of the Corporation are in writing, clearly articulated and officially adopted;
- Ensures that the resources of the Corporation are responsibly and prudently managed; and,
- Ensures that the Corporation has the capacity to carry out its programs effectively.

IV. Legal Compliance. The Corporation is knowledgeable of and complies with all laws, regulations and applicable international conventions.

V. Responsible Stewardship. The Corporation and its subsidiaries manage their funds responsibly and prudently. This should include the following considerations:

- It spends a reasonable percentage of its annual budget on programs in pursuance of its mission;
- It spends an adequate amount on administrative expenses to ensure effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management;
- The Corporation compensates staff, and any others who may receive compensation, reasonably and appropriately;
- Organizations that solicit funds have reasonable fundraising costs, recognizing the variety of factors that affect fundraising costs;
- Organizations do not accumulate operating funds excessively;
- Organizations with endowments (both foundations and public charities) prudently draw from endowment funds consistent with donor intent and to support the public purpose of the Corporation;
- Organizations ensure that all spending practices and policies are fair, reasonable and appropriate to fulfill the mission of the Corporation; and,
- All financial reports are factually accurate and complete in all material respects.

VI. Openness and Disclosure. The Corporation provides comprehensive and timely information to the public, the media, and all stakeholders and is responsive in a timely manner to reasonable requests for information. All information about the Corporation will fully and honestly reflect the policies and practices of the Corporation. Basic informational data about the Corporation, such as the Form 990, reviews and compilations, and audited financial statements will be posted on the Corporation's website or otherwise available to the public. All solicitation materials accurately represent the Corporation's policies and practices and will reflect the dignity of program

beneficiaries. All financial, organizational, and program reports will be complete and accurate in all material respects.

VII. Program Evaluation. The Corporation regularly reviews program effectiveness and has mechanisms to incorporate lessons learned into future programs. The Corporation is committed to improving program and organizational effectiveness and develops mechanisms to promote learning from its activities and the field. The Corporation is responsive to changes in its field of activity and is responsive to the needs of its constituencies.

VIII. Inclusiveness and Diversity. The Corporation has a policy of promoting inclusiveness and its staff, board and volunteers reflect diversity in order to enrich its programmatic effectiveness. The Corporation takes meaningful steps to promote inclusiveness in its hiring, retention, promotion, board recruitment and constituencies served.

CERTIFICATE OF ADOPTION

The foregoing Code of Ethics was duly adopted by the Board of Directors effective as of the _____ day of _____, 2020.

39 ALPHA RESEARCH

Douglas Moore, Secretary