

Undefined

Board of Directors Meeting Agenda

Date: Thursday, August 14, 2025

Time: 7:00 PM

Location: Triangle Recreation Camp, 47715 Mountain Loop Highway, Granite Falls, WA 98252

Directors Expected: Jacob Visser (Acting Chair), Eric Kotz, Stewart Daniels

1. Call to Order
2. Verification of Quorum
3. Approval of Agenda
4. Appointment of Meeting Secretary
5. Election of Chair (President)
6. Review of Organizational Status (501(c)(3) Determination, WA Incorporation, UBI)
7. Consideration and Adoption of Conflict of Interest Policy (Attachment A)
8. Consideration and Adoption of Logo & Letterhead as Official Branding (Attachment D)
9. Ratification of Existing Financial Accounts (American Express Bank and Squareup)
10. Review and Approval of Profit & Loss Statement (Formation through August 14, 2025) (Attachment B)
11. Programs and Events Update
12. Communications and Transparency Plan (Attachment C)
13. Confirmation of Next Regular Meeting Date (Proposed: Thursday, February 12, 2026)
14. Other Business
15. Adjournment

Attachment A – Draft Conflict of Interest Policy

Purpose

The purpose of this Conflict of Interest ("COI") Policy is to protect the interests of Undefined when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, officer, or key person, or might result in an excess benefit transaction.

Covered Persons

This policy applies to all directors, officers, committee members with board-delegated powers, and any individuals with substantial influence over the affairs of the Organization ("Covered Persons").

Financial Interests

A Covered Person has a financial interest if the person or a family member has, directly or indirectly, through business, investment, or family: (i) an ownership or investment interest in any entity with which the Organization has a transaction or arrangement; (ii) a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or (iii) a potential ownership, investment, or compensation arrangement with any entity or individual with which the Organization is negotiating a transaction or arrangement. A financial interest is not necessarily a conflict; the board determines whether a conflict exists.

Duty to Disclose

In connection with any actual or possible conflict of interest, a Covered Person must disclose the existence of the financial interest and all material facts to the Board of Directors or the appropriate committee.

Recusal and Determination

After disclosure and any discussion with the interested person, the interested person shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining disinterested directors shall decide whether a conflict exists.

Procedures for Addressing the Conflict

The Chair (or designee) may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board shall determine whether the Organization can obtain a more advantageous transaction or arrangement that would not give rise to a conflict of interest. If not, the Board may approve the transaction by a majority vote of the disinterested directors if the transaction is fair and reasonable and in the Organization's best interest.

Documentation

The minutes shall contain: (i) the names of the persons who disclosed or were otherwise found to have a conflict, the nature of the financial interest, and any action taken to determine whether a conflict was present; (ii) the Board's decision as to whether a conflict existed; and (iii) the names of the persons present for discussions and votes, the content of the discussion (including alternatives), and a record of any votes taken.

Compensation

A voting member of the Board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation. No director shall approve compensation that would result in an excess benefit transaction under the Internal Revenue Code.

Annual Statements

Each director and officer shall annually sign a statement affirming that the person (i) has received a copy of this COI Policy, (ii) has read and understands it, (iii) agrees to comply with it, and (iv) has disclosed any potential conflicts.

Periodic Reviews

The Board shall conduct periodic reviews to ensure the Organization operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, including a review of compensation arrangements and partnership or joint-venture arrangements.

Adoption Resolution

RESOLVED, that the Conflict of Interest Policy, as presented in Attachment A, is hereby adopted and shall take effect immediately.

Attachment B – Draft Profit & Loss Statement (Formation through August 14, 2025)

| DISTRIBUTION ACCOUNT | TOTAL |
|--|--------------------|
| Income | |
| Donation | 3,489.13 |
| Furwood Campout | 0 |
| Furwood Campout Ticket Donations | 11,948.93 |
| Total for Furwood Campout | \$11,948.93 |
| K9 Campout | 0 |
| K9 Campout Merchandise Donations | 242.00 |
| K9 Campout Ticket Donations | 14,539.77 |
| Total for K9 Campout | \$14,781.77 |
| Naked Men Income | 0 |
| Naked Men Donations | 281.61 |
| Total for Naked Men Income | \$281.61 |
| Undefined - Passthrough Donations | 75.00 |
| Total for Income | \$30,576.44 |
| Cost of Goods Sold | |
| Channel selling fees | 0 |
| PayPal fees | 14.30 |
| Total for Channel selling fees | \$14.30 |
| Total for Cost of Goods Sold | \$14.30 |
| Gross Profit | \$30,562.14 |
| Expenses | |
| Commissions & fees | 238.40 |
| Furwood Campout Expenses | 0 |
| Furwood Campout Camping Fees | 5,933.33 |
| Furwood Campout Equipment | 1,441.69 |
| Furwood Campout Food and Drink | 1,036.30 |
| Furwood Campout Refunds | 321.20 |
| Total for Furwood Campout Expenses | \$8,732.52 |
| General business expenses | 0 |
| Bank fees & service charges | 0 |
| Total for General business expenses | 0 |
| K9 Campout Expenses | 0 |
| K9 Campout Camping Fees | 7,070.00 |
| K9 Campout Equipment | 144.20 |
| K9 Campout Equipment Rentals | 177.76 |
| K9 Campout Refunds | 772.40 |
| Total for K9 Campout Expenses | \$8,164.36 |
| Office expenses | 80.00 |
| Square Fees | 853.59 |

| DISTRIBUTION ACCOUNT | TOTAL |
|--------------------------------|--------------------|
| Supplies | 38.88 |
| Travel | 100.00 |
| Undefined - Passthrough Events | 75.00 |
| Total for Expenses | \$18,282.75 |
| Net Operating Income | \$12,279.39 |
| Other Income | |
| Other income | 0 |
| Interest Income | 33.65 |
| Total for Other income | \$33.65 |
| Total for Other Income | \$33.65 |
| Other Expenses | |
| Net Other Income | \$33.65 |
| Net Income | \$12,313.04 |

RESOLVED, that the Profit & Loss Statement for the period from formation through August 14, 2025, as presented in Attachment B, is approved and entered into the corporate record.

Attachment C – Draft Communications & Transparency Plan

Objectives

Ensure timely, accurate, and transparent communication with stakeholders; meet regulatory transparency expectations; and reinforce brand consistency.

Public Disclosures

Within 14 days after each board meeting, post approved minutes, adopted policies, and major resolutions on the Organization's Documents page ([undefined.charity/documents](#)).

Financial Transparency

Publish a summary of annual financials (e.g., Form 990-N confirmation and high-level P&L) on the Documents page no later than 60 days after fiscal year-end.

Brand & Asset Use

Use the adopted logo and letterhead for official communications, contracts, fundraising appeals, and public statements. Provide partners with an appropriate logo package and usage note.

Channels

Primary channels include the Organization's website, email newsletter, and event pages. Social media may be used for announcements, linking back to primary documents.

Records & Retention

The Secretary maintains a central repository of corporate records (minutes, policies, filings); retain minutes and adopted policies permanently; retain financial working papers for at least seven years.

Accessibility & Contact

Provide a contact email for public inquiries and ensure documents are accessible (PDF format with readable text).

Adoption Resolution

RESOLVED, that the Communications & Transparency Plan, as presented in Attachment C, is adopted.

Attachment D – Official Logo for Adoption



RESOLVED, that the logo displayed in Attachment D is adopted as the Organization's official mark, and the accompanying letterhead is approved for official use.