

SOUTHEASTERN ECONOMIC DEVELOPMENT CORPORATION

CORPORATE POLICY 1.06

GOVERNANCE

Chapter: 1.0 – Governance Policies

Section: 1.06 – Governance

Effective Date: November 17, 2010

1.0 PURPOSE

1.1 To establish policies for the CORPORATION in order to clarify the governance of the CORPORATION.

2.0 EFFECTIVE DATE AND AMENDMENTS

2.1 This Policy shall be effective upon the approval by the BOARD. This Policy may only be amended by approval of the BOARD.

3.0 PROCEDURES

3.1 The President or his/her designee is authorized to establish and disseminate administrative procedures to implement this BOARD POLICY, as applicable.

4.0 POLICY

4.1 The activities and affairs of the CORPORATION shall be managed and all corporate powers shall be exercised under the ultimate direction of the BOARD and, to the extent allowed by Article 10, Section 3 of the BYLAWS, by the Executive Committee.

4.2 The officers of the CORPORATION shall consist of the Chair of the BOARD ("Chair"), Vice Chair of the BOARD ("Vice Chair"), Secretary, Treasurer, President and Chief Financial Officer. The Chair, Vice Chair, Secretary and Treasurer shall be elected by the BOARD members. The President and the Chief Financial Officer shall be employees of the CORPORATION.

4.3 The Chair shall preside over all meetings of the BOARD. The Chair and the President shall be the chief spokespersons for the BOARD. The Chair shall have all the powers set forth in Article 11, Section 2 of the BYLAWS, any additional powers provided in the Nonprofit Corporation Law (Cal. Corp. Code § 5000 et seq.) and as delegated to the Chair.

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- 4.4 The Vice Chair, as provided in Article 11, Section 3 of the BYLAWS, shall, in the absence of the Chair, or in the event the Chair is unable or refuses to act, perform the duties of the Chair, and when so acting, shall have all the powers of the Chair.
- 4.5 The Secretary shall have the powers and duties set forth in Article 11, Section 5 of the BYLAWS.
- 4.6 The Treasurer shall be responsible for the oversight of the financial affairs of the CORPORATION.
- 4.7 In accordance with Article 7, Section 5 of the BYLAWS, the BOARD shall meet annually to elect the officers of the BOARD.
- 4.8 Subject to the control, advice and consent of the BOARD, the PRESIDENT shall, in general, supervise and conduct the activities and operations of the CORPORATION, and shall keep the BOARD fully informed and shall freely consult with them concerning the activities of the CORPORATION, and shall see that all orders and resolutions of the BOARD are carried into effect. In performing these duties, the PRESIDENT shall have the powers provided for in Article 11, Section 4 of the BYLAWS and such additional powers and duties as may be required under the Nonprofit Corporation Law.
- 4.9 The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the CORPORATION, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Chief Financial Officer shall also have the other powers and duties set forth in Article 11, Section 6 of the BYLAWS and as may be required under the Nonprofit Corporation Law.