Steps to starting a CA nonprofit public benefit corporation (courtesy www.calnonprofits.org)

- 1. Determine the name of the corporation
  - a. Still Western HVAC Performance Alliance (WHPA)?
  - b. Perhaps defer until question 2 tackled
- 2. Draft and file the articles of incorporation
  - a. Organization's name
  - b. Purpose or purposes of the nonprofit
  - c. Agent for service of process
  - d. Any limitations on corporate powers
- 3. Appoint the Board of Directors
- 4. Draft the bylaws and conflict of interest policy
  - a. Purpose/mission
  - b. How directors are elected/selected
    - i. Between 3-25
  - c. How the board may take action (voting)
  - d. How board meetings are called and noticed
  - e. How board meetings are conducted (who presides)
  - f. Officers of the corporation CA requires:
    - i. President or chair
    - ii. Secretary
    - iii. Treasurer/CFO
  - g. Duties/responsibilities of each officer
  - h. Authorization for board and non-board committees (tasked to act vs. recommending)
  - i. Level of indemnification provided by corporation to protect directors, officers, other agents
  - j. Reports due to directors (financials, etc.)
  - k. If members of the non-profit, spell out member rights & processes
- 5. Take the initial board actions at a board meeting OR by unanimous written consent of the directors
  - a. Adopt the bylaws and conflict of interest policy
  - b. Elect officers
  - c. Adopt a fiscal year
  - d. Approve establishing a bank account
  - e. Approve applying for federal and state tax-exempt status
- 6. Obtain a federal employer identification number (EIN)
- 7. File initial registration form (CT-1 CA Atty General Registry of Charitable Trusts)
- 8. File Statement of Information (SI-100 CA Secretary of State)
- 9. Apply for Federal IRS tax exemption
- 10. Apply for CA tax exemption with Franchise Tax Board (FTB)

## Scoping Questions for WHPA

- 1. Purpose of WHPA going forward:
  - a. Maintain historic mission/vision/goals?
  - b. California-centric vs. national?
  - c. Strictly HVAC (refrigeration?)
- 2. Maintain member paradigm?
  - a. Also, open to charitable contributions?
- 3. Lobbying/political action?
- 4. Board of Directors
  - a. Executive Committee?
  - b. Council of Advisors?
- 5. Officers of the Corporation who fills these roles?