

Founding Packet

Documents for launching a charitable nonprofit

For Global Impact Corps

February 13, 2026

Document Control

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1. Overview

Global Impact Corps is a mission-driven nonprofit model that helps people turn credible ideas into completed, verifiable projects that improve communities. Anyone can submit an idea. The organization's primary program focus is empowering young adults (typically 18+ and early-career) to serve as paid Project Stewards, supported by an internal planning and engineering function (the "Plan Lab"), local partners, and local/global volunteers.

1.1 What Global Impact Corps is

- A structured pipeline that converts community-led ideas into funded missions with clear scopes, budgets, and verification requirements.
- A paid service pathway for young adults to build skills and stability while delivering public-benefit outcomes.
- A delivery organization: we prioritize completing real projects safely, legally, and with strong local ownership.

1.2 What Global Impact Corps is not

- A loose crowdfunding platform. Every mission must be approved, scoped, and controlled by the Organization with clear verification.
- A "one-person hero" model. Project Stewards lead, but missions are executed with planning support, controls, and local partners.

- A political campaign or advocacy organization. Any public policy engagement must be limited and compliant with applicable nonprofit rules.

1.3 Who can participate

Participation is designed to be broad and accessible while maintaining clear role definitions and safety boundaries.

- Idea Submitters: anyone, anywhere, may submit mission ideas.
- Project Stewards: primary cohort; typically young adults who commit to a defined service term and are compensated as part of the Corps program.
- Local Partners: community organizations, schools, municipalities, clinics, NGOs, or other legitimate entities that co-own the mission and its long-term maintenance.
- Volunteers (Local and Global): individuals who contribute time without wage compensation; volunteers may be reimbursed for pre-approved out-of-pocket expenses per policy.
- Specialists and Vendors: local skilled trades, engineers, logistics providers, or other contractors engaged through procurement processes when required.

1.4 Core design principles

- Community-led: each mission requires a local partner and a documented plan for long-term ownership and maintenance.
- Verified delivery: funds are released by milestones with evidence, review, and sign-off.
- Safety and legality first: missions must meet security, safeguarding, compliance, and duty-of-care requirements.
- Capped compensation: transparent pay bands; clear separation between paid Corps roles and unpaid volunteer roles.
- Local capacity: prioritize local volunteers and local skilled trades where feasible; build capability rather than dependency.
- Transparency: mission budgets, progress, and outcomes are reported in a consistent format to sponsors and the public (when appropriate).

1.5 Mission, vision, and values

Mission: Global Impact Corps Inc exists to turn credible, community-led ideas into completed, verifiable missions that improve lives. Anyone may submit an idea; the Organization primarily empowers young adults (typically 18+ and early-career) to serve as paid Project Stewards who deliver missions end-to-end with support from professional planning, local partners, and local/global volunteers.

Vision: Communities worldwide have access to practical tools and trusted support to solve local challenges, and young adults build purpose, skills, and stability through service.

Values: Service • Safety • Respect • Transparency • Local Partnership • Learning • Accountability

- Service: we prioritize real, practical help that improves daily life.
- Safety: we do not trade safety for speed, visibility, or cost savings.
- Respect: we work with communities, not around them.

- Integrity: we keep financial and operational promises; we document decisions.
- Accountability: we verify results; we learn publicly from what works and what doesn't.
- Local partnership: communities define success and own outcomes after handover.
- Learning: we invest in training, mentorship, and continuous improvement.

1.6 Theory of change

If we provide motivated people with (1) a structured selection process, (2) professional planning and engineering support, (3) transparent, milestone-based funding, and (4) operational support for safe execution, then community-led projects can be delivered reliably and ethically. Young adults gain skills, income stability, and purpose through service; communities gain durable infrastructure or access improvements; and donors gain trust through verification, reporting, and strong controls.

1.7 Outcomes and impact measures

Define outcomes at two levels — mission outcomes and participant outcomes — and measure both consistently:

- Mission delivery: % missions completed on time and on budget; milestone pass rate; incident rates and safety compliance.
- Community outcomes: beneficiaries served; functionality at 90/180 days; local partner satisfaction; maintenance adoption and training completion.
- Financial integrity: variance vs budget; documentation completeness; restricted funds compliance; audit findings (if any).
- Participant outcomes: skills gained (credentials, portfolios); job/education placement within 6 months; retention and satisfaction; leadership growth indicators.

1.8 Operating model at a glance

Global Impact Corps runs missions through a repeatable pipeline:

1. Idea Submission – public intake with clear eligibility rules.
2. Triage and Risk Screen – fast reject/advance decisions using a standard rubric.
3. Plan Lab – scope, budget, bill of materials, timeline, risk register, verification plan, and maintenance plan.
4. Funding and Sponsorship – mission pages with budgets and milestones; restricted project sponsorship allowed with organizational control and discretion.
5. Execution – Project Steward leads with Ops and Technical support; local volunteers and local trades engaged as appropriate.
6. Closeout and Handover – evidence package, partner sign-off, training, and post-handover check-in schedule.

2. Startup formation and launch checklist

This checklist is designed to help you move from concept to a grant-ready, operational organization. It assumes a United States-based nonprofit corporation. Adapt for your jurisdiction and seek professional review.

2.1 Foundational decisions to make early

- Scope for Year 1: mission categories (e.g., WASH, community infrastructure, education access, community spaces) and initial geographies.
- Participant model: paid Corps members as employees vs fellows (and how compensation, housing support, and travel support will be administered).
- Verification standard: what evidence is required for each milestone and who is authorized to approve completion.
- Risk boundaries: locations and activities that are out of scope (e.g., conflict zones, political activities, prohibited transactions).
- Partnership model: criteria for local partners and minimum requirements for long-term maintenance/ownership.
- Funding model: general support vs project-restricted sponsorship; minimum overhead allocation per mission; policy on in-kind donations.

2.2 Legal formation (typical U.S. sequence)

1. Select and clear a legal name; reserve the name if required by your state.
2. Incorporate in Delaware as a nonprofit (nonstock) corporation (file a Certificate of Incorporation).
3. If your principal office or operations are in Washington, register the Delaware nonprofit as a foreign nonprofit corporation in Washington (and obtain a UBI/business license if required).
4. Hold the organizational meeting: adopt bylaws; elect directors/officers; adopt key policies; authorize banking and filings.
5. Apply for an EIN (IRS tax ID).
6. Open a bank account and implement basic financial controls (dual approval, segregation of duties).
7. Apply for federal tax-exempt recognition (e.g., 501(c)(3) — Form 1023 or 1023-EZ if eligible).
8. Register for charitable solicitation where required before fundraising (including Washington if fundraising there).
9. Purchase insurance (general liability; D&O; workers' comp if hiring; travel/medical if deploying; cyber as needed).

2.3 Governance essentials

- Recruit a founding Board with oversight capacity: finance/audit, legal/compliance, program delivery, safety/safeguarding, fundraising, and ideally engineering/infrastructure.
- Adopt a Board calendar (regular meetings, budget cycle, annual filings, executive evaluation, policy review).

- Adopt the Organization Charter to define the operating model, non-negotiable program controls, and approval thresholds (and record adoption in minutes or unanimous written consent).
- Create core committees: Finance & Audit; Governance & Nominations; Programs & Safety; Development & Partnerships.
- Create decision rights: what the Board approves vs what management approves (e.g., mission approvals above a certain dollar threshold).

2.4 Operational essentials (minimum viable infrastructure)

- Publish eligibility rules: “what we fund / what we don’t fund,” including safety and compliance red lines.
- Deploy the mission pipeline SOP (idea -> plan -> fund -> execute -> closeout).
- Set up accounting to track restricted funds by mission and to allocate overhead consistently.
- Set up HR/payroll processes if you will compensate Corps members; define volunteer agreements and reimbursement rules.
- Create a vendor procurement process (quotes, conflict checks, approvals, documentation).
- Build a lightweight risk management process: incident reporting, duty of care, travel approvals, and safeguarding training.
- Create a mission reporting format for sponsors and the public (progress updates, milestone verification, closeout reports).

2.5 30/60/90-day launch plan (suggested)

Phase	Primary goals	Key deliverables	Owner
Days 1-30	Form the organization and establish governance	Incorporation, EIN, bylaws adopted, board seated, initial policies adopted, bank account opened, accounting set up	[Board Chair / Treasurer]
Days 31-60	Build the mission system and recruit pilot cohort	Mission categories + rubric, Plan Lab documents, local partner criteria, volunteer system, pilot budget, communications + basic website landing page	[Executive Director / Program Lead]
Days 61-90	Run a pilot selection round and launch first missions	Select 3-10 missions (micro/low risk), publish mission pages, secure initial sponsors, deploy teams, milestone tracking and	[Program Lead / Ops Lead]

		reporting started	
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2.6 Fast-track option: fiscal sponsorship

If you need to accept tax-deductible donations or apply for some grants immediately, consider operating under a fiscal sponsor while you form your own entity. A fiscal sponsor typically provides legal and financial oversight, may process donations, and may support compliance and back-office functions.

Recommended criteria for selecting a fiscal sponsor:

- Mission alignment and willingness to support international or multi-location work (if applicable).
- Clear fee structure and services (accounting, payroll, contracting, legal review, insurance).
- Documented approval process for restricted gifts and project sponsorship.
- Strong compliance posture (anti-fraud controls, sanctions screening approach where relevant).
- Clear exit terms (how and when the project spins out into its own standalone entity).

[Insert your fiscal sponsorship approach, candidate list, and decision timeline here.]

3. Delaware Certificate of Incorporation (Exempt Nonstock)

This Delaware-focused certificate language is designed to be filed as an exempt nonstock corporation and to support an IRS 501(c)(3) application. Delaware provides an “Exempt Corporation” form, but notes that the form does not provide sufficient space to include the IRS-required 501(c)(3) clauses. Use the form as a structural guide, and file a certificate that includes the 501(c)(3) purpose and dissolution language as shown below.

Article I - Name

The name of the corporation is Global Impact Corps Inc (the “Corporation”).

Article II - Duration

The duration of the Corporation is perpetual.

Article III - Purpose

This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code). Without limiting the foregoing, the Corporation’s purposes include: (i) designing and delivering community-led projects that improve access, infrastructure, and essential services; (ii) supporting young adults through structured service, training, and leadership development; and (iii) carrying out related charitable and educational activities. This Corporation shall be a nonprofit corporation and is not organized for profit.

Article IV – Limitations and political activity

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Article V – Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes.

Article VI – Registered agent and registered office

Registered Agent: Northwest Registered Agent Service, Inc.

Registered Office: 8 The Green STE B, Dover, DE 19901, United States

Article VII – Members

The Corporation shall have no members.

Article VIII – Directors

The Corporation shall have one (1) or more directors. The initial director of the Corporation is:

- Tyson Christensen

Article IX – Incorporator

Incorporator: Tyson Christensen (mailing address to be inserted in the filed certificate).

Optional clauses (use only if applicable)

- Membership clause (most nonprofits are non-membership, but some states require an explicit statement).
- Limitation on activities clause (e.g., “The Corporation shall not engage in activities not permitted to be carried on by a corporation exempt under Section 501(c)(3).”).
- Statement regarding distribution of assets to another charitable entity upon dissolution (some states ask for more detail).

4. Bylaws

Article 1 – Name and purpose

1.1 Name. The name of the organization is Global Impact Corps Inc (the “Organization”).

1.2 Purpose. The Organization is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

1.3 Programs. The Organization may operate programs including Global Impact Corps missions, a planning/engineering function (“Plan Lab”), training and capacity-building activities, and affiliated local chapters.

1.4 Non-discrimination. The Organization does not discriminate on the basis of race, color, religion, sex, gender identity, sexual orientation, age, national origin, disability, veteran status, or any other status protected by law, in any of its policies or programs, consistent with its charitable purpose.

Article 2 – Offices and fiscal year

2.1 Principal office. The principal office is located at [Street Address, City, State, ZIP] or such other place as the Board may determine.

2.2 Other offices. The Organization may maintain additional offices as determined by the Board.

2.3 Fiscal year. The fiscal year ends on [Month Day] (e.g., December 31).

Article 3 – Members

3.1 No members. The Organization shall have no voting members unless otherwise required by applicable law. Any action that would otherwise require approval by members shall be taken by the Board.

Article 4 – Board of Directors

4.1 Authority and fiduciary duties

The Board of Directors (the “Board”) governs the Organization, sets strategy, and exercises all corporate powers of the Organization except those reserved by law. Directors shall discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise, and in a manner the director reasonably believes to be in the best interests of the Organization.

4.2 Responsibilities (minimum expectations)

- Mission and strategy: approve the Organization’s mission, strategic plan, and annual priorities.
- Financial oversight: approve annual budget, monitor financial performance, and ensure accurate reporting and internal controls.
- Executive leadership: hire, support, and evaluate the Executive Director (or chief executive) and approve compensation consistent with policy and law.

- Program oversight: ensure missions align with charitable purpose, are conducted safely and legally, and include verification and sustainability.
- Risk oversight: oversee safeguarding, security, compliance, and major reputational or operational risks.
- Fundraising stewardship: support resource development and maintain donor trust through transparency and integrity.

4.3 Number, qualifications, and composition

The Organization shall have a minimum of one (1) director, or the minimum required by applicable law. The authorized number of directors, within a range approved by the Board, shall be set by resolution. As soon as practicable, the Board intends to expand to at least three (3) directors to strengthen oversight and grant readiness.

Suggested founding Board mix (edit to your needs): finance/accounting, legal/compliance, program delivery/operations, engineering/infrastructure, safeguarding/risk, fundraising/partnerships, and international operations experience (as applicable).

4.4 Terms and term limits

Directors serve [two/three]-year terms and may be re-elected. Terms should be staggered when possible to ensure continuity. The Board may adopt term limits (e.g., two consecutive terms) by policy or amendment.

4.5 Election and appointment

Directors are elected by the Board by majority vote, unless otherwise required by law. The Governance & Nominations Committee (or equivalent) shall recommend director candidates for Board consideration.

4.6 Resignation, removal, and vacancies

A director may resign at any time by written notice to the Chair or Secretary.

A director may be removed, with or without cause, by a two-thirds vote of directors then in office, subject to applicable law and any required notice procedures.

Vacancies may be filled by majority vote of the remaining directors. A director appointed to fill a vacancy serves for the remainder of the unexpired term.

4.7 Compensation and reimbursement

Directors shall not be compensated for service as directors. Directors may be reimbursed for reasonable expenses incurred on behalf of the Organization in accordance with an expense reimbursement policy.

Any compensation to a director for services outside Board service (e.g., professional services) must be approved in advance, documented, and managed under the Conflict of Interest Policy and applicable law.

4.8 Meetings

Regular meetings. The Board shall meet at least [quarterly]. The Board may set an annual meeting schedule.

Special meetings. Special meetings may be called by the Chair, the Executive Director, or any two directors.

Notice. Written notice shall be given at least [7] days before a meeting, unless waived or a shorter period is permitted by law.

Remote participation. Directors may participate by conference call or video conference if permitted by law and if all participants can hear one another simultaneously.

4.9 Quorum and voting

Quorum. A majority of directors then in office constitutes a quorum.

Voting. Actions require a majority vote of directors present at a meeting where a quorum exists, unless otherwise required by law or these bylaws.

Written consent. Any action may be taken by unanimous written consent if permitted by law.

4.10 Minutes and recordkeeping

The Secretary shall ensure minutes are kept for all Board meetings and that corporate records are maintained in a secure, organized manner. Approved minutes and key resolutions shall be retained in the Organization's official record book.

Article 5 – Officers and management

5.1 Officers

Officers include at minimum: Chair (or President), Treasurer, and Secretary. The Board may create additional officer roles (e.g., Vice Chair).

5.2 Election and term

Officers are elected by the Board and serve one-year terms (or until successors are elected). Officers may be re-elected.

5.3 Duties

- Chair/President: presides over Board meetings; works with the Executive Director to set agendas; serves as primary Board liaison.
- Treasurer: oversees financial integrity; reviews financial statements; chairs or sits on Finance & Audit; ensures budget and controls are maintained.
- Secretary: maintains corporate records; ensures minutes and notices are handled; oversees record book compliance.

5.4 Executive Director / Chief Executive

The Board may employ an Executive Director (or equivalent chief executive). The Executive Director is responsible for day-to-day management, hiring and supervision of staff, program implementation, financial management within the approved budget, and executing the strategic plan. The Executive Director shall report to the Board and is subject to annual performance evaluation.

Compensation for the Executive Director shall be approved by the Board or a designated committee in accordance with the Organization's compensation policy and applicable law.

Article 6 – Committees

The Board may establish committees as permitted by law. Committee authority, membership, and responsibilities should be documented in committee charters approved by the Board.

6.1 Standing committees (recommended)

- Finance & Audit Committee: budget oversight, financial reporting, internal controls, audit/financial review, risk oversight for financial integrity.
- Governance & Nominations Committee: board recruitment, onboarding, self-assessment, bylaws/policy review, ethics oversight.
- Programs & Safety Committee: mission approval oversight, safety/safeguarding, compliance, incident review, and quality standards.
- Development & Partnerships Committee: fundraising strategy, donor stewardship, partnerships, and reputation management.

6.2 Mission Review Committee (optional)

For organizations with high mission volume or elevated risk profiles, the Board may charter a Mission Review Committee (MRC) to review mission proposals above a defined dollar or risk threshold prior to final approval by management or the Board.

Article 7 – Program oversight and mission approvals

The Board shall approve an annual program plan and may establish approval thresholds by policy.

Approval thresholds:

- Management approval: missions under \$[X] and within approved categories/geographies, with low risk score and complete Plan Lab package.
- Programs & Safety Committee review: missions between \$[X] and \$[Y] or with elevated safety/compliance considerations.
- Full Board approval: missions over \$[Y], missions in new geographies, or any mission that materially increases risk exposure.

The Organization shall use a documented rubric and a consistent evidence standard for all mission approvals and milestone verifications.

Article 8 – Conflicts of interest, ethics, and safeguarding

The Organization shall adopt and follow a Conflict of Interest Policy and Code of Conduct. Directors, officers, and key staff must disclose actual or potential conflicts and recuse themselves when required.

The Organization shall maintain safeguarding and duty-of-care policies appropriate to its programs, including training and incident reporting procedures. Missions may not proceed without required safeguarding controls in place.

Article 9 – Financial administration

The Board shall ensure appropriate financial management policies are adopted and followed, including budgeting, internal controls, restricted funds tracking, and reporting.

9.1 Banking and signatory authority

The Board shall authorize the opening of bank accounts and designate signatories. Dual approval should be required for expenditures above \$[threshold].

9.2 Contracts and procurement

The Executive Director may enter into contracts within authority delegated by the Board. Procurement and vendor selection shall follow the Organization’s procurement policy and conflict-of-interest requirements.

9.3 Audits and financial reviews

The Board shall determine whether an annual audit or financial review is required based on funding sources, size, and legal requirements. Audit and tax filings should be reviewed by the Finance & Audit Committee prior to Board approval when feasible.

Article 10 – Records, reports, and transparency

The Organization shall maintain corporate and financial records as required by law and policy. Records include bylaws, meeting minutes, resolutions, financial statements, contracts, mission files, and required filings.

The Organization shall make available required public documents (e.g., IRS Form 990) as required by law. The Board may adopt additional transparency practices consistent with donor privacy and safety considerations.

Article 11 – Chapters and affiliates (optional)

If the Organization operates local chapters or affiliated groups, the Board shall approve a chapter chartering policy. Chapters may be authorized to use the Organization’s name and branding only under a signed affiliation agreement that defines governance, fundraising rules, and compliance requirements.

The Board reserves the right to suspend or revoke chapter affiliation for cause, including financial misconduct, failure to follow policies, or reputational harm.

Article 12 – Indemnification and insurance

To the fullest extent permitted by law, the Organization shall indemnify directors, officers, employees, and agents against liabilities and expenses incurred in connection with their service to the Organization.

The Organization may purchase directors and officers (D&O) insurance and other insurance coverage as deemed appropriate by the Board.

Article 13 - Amendments

These bylaws may be amended by a two-thirds vote of directors then in office, provided written notice of the proposed amendment is given at least [7] days prior to the meeting (or as otherwise required by law).

Article 14 - Dissolution

Upon dissolution, assets will be distributed exclusively for 501(c)(3) exempt purposes as described in the Articles of Incorporation and applicable law.

5. Organizational meeting documents

This section provides documents for the Organization's initial Board meeting (organizational meeting) and for unanimous written consent actions. to reflect your state law requirements and your actual decisions.

5.1 Agenda - Organizational meeting of the Board

1. Call to order; confirm quorum; introductions
2. Review and adopt Articles of Incorporation (if not already filed) and certify corporate formation
3. Adopt bylaws
4. Elect/confirm directors (if applicable) and elect officers (Chair/President, Treasurer, Secretary)
5. Approve key governance and compliance policies (Conflict of Interest, Whistleblower, Document Retention, etc.)
6. Approve banking resolution (accounts, signatories, authorized persons)
7. Approve fiscal year and accounting method; authorize bookkeeping and finance procedures
8. Authorize application for tax-exempt status (e.g., IRS Form 1023/1023-EZ) and state registrations
9. Approve insurance coverages (general liability, D&O, workers' comp if hiring, travel/medical if deploying)
10. Approve initial budget and launch plan (including pilot mission scope and staffing model)
11. Authorize engagement of professionals (legal counsel, CPA, payroll provider) as needed
12. Set regular meeting schedule and committee structure; appoint committee chairs
13. Adjourn

5.2 Minutes - Organizational meeting (outline)

Minutes should reflect the decisions and approvals of the Board. Attach adopted bylaws, resolutions, and policy approvals as exhibits.

Organization	Global Impact Corps
Meeting type	Organizational Meeting of the Board of Directors
Date / Time	[Date] / [Time]
Location	[Address] and/or [Video/Phone link]
Directors present	[Names]
Others present	[Names / Titles]
Quorum	A quorum was [present/not present].

Call to order. The meeting was called to order at [time] by [Chair/President].

Bylaws. Upon motion duly made and seconded, the Board adopted the bylaws presented.

Officers. The Board elected the following officers: [list officers].

Policies. The Board reviewed and approved the following policies: [list].

Banking. The Board approved a banking resolution authorizing [bank] accounts and signatories.

Tax-exempt status. The Board authorized the Organization to apply for recognition of exemption and to file required registrations.

Budget and launch plan. The Board approved the initial budget and pilot launch plan.

Committees and schedule. The Board established committees and set the regular meeting schedule.

Adjournment. There being no further business, the meeting was adjourned at [time].

Secretary

[Name]

5.3 Unanimous written consent – Board resolution

Use this document when your jurisdiction allows Board action without a meeting. This consent must be signed by all directors then in office.

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

The undersigned, being all of the directors of Global Impact Corps Inc, hereby consent in writing to adopt the following resolutions as of 02/13/2026:

1. RESOLVED, that the Bylaws presented to the Board are adopted as the Bylaws of the Organization.

2. RESOLVED, that the following persons are elected to serve as officers until successors are elected: [Chair/President], [Treasurer], [Secretary].
3. RESOLVED, that the Organization’s fiscal year end is set as [Month Day].
4. RESOLVED, that the Organization is authorized to open bank accounts, and the Treasurer is authorized to execute documents required by the bank.
5. RESOLVED, that the Organization is authorized to apply for federal and state tax-exempt status and charitable solicitation registrations, and to engage professionals as needed.
6. RESOLVED, that the Organization adopts the Conflict of Interest Policy and directs all directors and officers to complete disclosure forms.
7. RESOLVED, that the Organization is authorized to obtain insurance coverages as recommended (D&O, general liability, workers’ compensation if applicable).

IN WITNESS WHEREOF, the undersigned directors sign this consent as of 02/13/2026.

Signature Page (duplicate as needed)

By signing below, each Director approves the resolutions contained in this Unanimous Written Consent.

Printed name	Signature	Date
Tyson Christensen	Tyson Christensen	02/13/2026

6. Board member agreement

This agreement clarifies expectations for Board service. to reflect your governance model and legal requirements.

6.1 Term and time commitment

- Term: [2-3] years; renewable by Board vote. Terms should be staggered when possible.
- Meeting cadence: [e.g., 4 Board meetings per year] plus committee meetings as needed.
- Preparation: review agenda materials in advance; come ready to ask questions and make decisions.

6.2 Core responsibilities

- Duty of care: actively participate and make informed decisions.
- Duty of loyalty: act in the best interests of the Organization and manage conflicts appropriately.
- Duty of obedience: ensure the Organization complies with law and stays aligned with its charitable purpose.
- Oversight: monitor financial integrity, mission safety, safeguarding, and delivery quality.

6.3 Fundraising and ambassador role

Each Board member supports sustainability in ways appropriate to their role and capacity. Options include:

- Make an annual personally meaningful contribution to the Organization.
- Introduce prospective donors, sponsors, or partners.
- Participate in donor stewardship and mission visibility activities.
- Support grant outreach by providing credibility, review, and networks.

6.4 Confidentiality and communications

- Confidentiality: keep non-public Board and organizational information confidential unless authorized for release.
- Spokesperson policy: only designated individuals speak on behalf of the Organization to media or in high-risk communications.
- Respectful conduct: model professional and respectful behavior aligned with the Code of Conduct.

6.5 Conflicts of interest

- Disclose actual or potential conflicts promptly.
- Recuse from discussions and votes where required.
- Do not use the Organization's opportunities for private benefit.

6.6 Acknowledgment and signature

Board member name	Tyson Christensen
Signature	Tyson Christensen
Date	02/13/2026
Organization representative	Tyson Christensen, Director

7. Recommended governance add-ons

The following governance tools are not always required at formation, but they materially improve grant readiness, audit readiness, and program quality. If you are operating globally or compensating Corps members, consider adopting these early.

7.1 Committee charters (one-page each)

Create short charters that define authority, responsibilities, membership, cadence, and reporting for each committee. Recommended committees:

- Finance & Audit: budgets, restricted funds, monthly reporting, annual filings, audit/financial review oversight, fraud controls.
- Governance & Nominations: board recruitment, onboarding, training, self-assessment, policy and bylaws review.
- Programs & Safety: mission rubric, safety/safeguarding oversight, incident review, mission quality standards, duty-of-care.

- Development & Partnerships: fundraising strategy, sponsorship standards, donor stewardship, brand and partnerships oversight.

7.2 Delegation of authority and approval thresholds

Adopt a simple matrix showing who can approve what (Board, committee, Executive Director, Finance lead). Include spending approvals, contract signing authority, mission approval thresholds, and travel/security approvals. This reduces confusion and supports internal controls.

7.3 Board onboarding and annual evaluation

- Onboarding checklist: bylaws, policies, Form 990 access, mission pipeline overview, safeguarding and COI training, key contacts.
- Annual board self-assessment: governance effectiveness, committee performance, risk oversight, fundraising contribution, mission alignment.
- Executive Director evaluation process: goals, performance review timeline, compensation review approach.

8. Founding board recruitment profile

Use this section to recruit a strong founding Board and to show funders that you have oversight capacity. the matrix to match your program scope and geography.

8.1 Suggested skills matrix

Competency	Why it matters	Candidate(s)
Finance / audit	Budgeting, restricted funds, controls, grant compliance, audit readiness	[Name]
Legal / compliance	Nonprofit governance, contracts, employment classification, international compliance	[Name]
Program delivery / ops	Execution discipline, logistics, vendor management, field operations	[Name]
Safety / safeguarding	Duty-of-care, incident response, safeguarding policy implementation	[Name]
Engineering / infrastructure	Feasibility review, technical standards, risk review, quality assurance	[Name]
Fundraising / partnerships	Donor strategy, corporate	[Name]

	partnerships, grant storytelling, stewardship	
Community / lived experience	Community-centered design, equity lens, local partnership credibility	[Name]

8.2 Founding board candidate profile

- Believes in community-led work and is comfortable with accountability and verification.
- Understands risk and is willing to enforce “no-go” decisions when safety or legality is not satisfied.
- Has time and willingness to contribute to fundraising and credibility building.
- Can coach early-stage leadership without trying to control day-to-day operations.

9. Corporate record book and compliance log

Maintain a corporate record book (digital and/or physical) with all legal and governance documents. This supports audits, grant applications, and institutional trust.

9.1 Record book checklist

- Filed Articles of Incorporation and any amendments
- Bylaws and amendments
- EIN confirmation letter
- IRS tax-exempt determination letter (when received) and copies of filings
- Board meeting minutes, written consents, and key resolutions
- Current director/officer roster and contact information
- Conflict of interest disclosures and annual renewals
- Insurance policies (D&O, general liability, workers’ comp, travel/medical, etc.)
- Major contracts and MOUs (fiscal sponsor agreement, key vendor agreements, partner MOUs)

9.2 Filing and renewal log (recommended)

Track due dates and owners for recurring requirements:

Requirement	Due date	Owner	Notes
Delaware Annual Report (exempt domestic corporation)	March 1 (annual)	Secretary / Treasurer	File online; exempt corps pay \$25 annual report fee; no franchise tax.
Registered Agent (Delaware) renewal	Annual (per agent)	Secretary	Maintain registered agent & office in Delaware.
Washington Foreign Nonprofit Registration	Before operating in WA	Secretary / Counsel	Register with WA SOS as a foreign nonprofit;

(if not yet filed)			attach Delaware good standing (issued within 60 days). Include required email address fields; WA SOS notes filings without required email addresses will be rejected starting Jan 20, 2026.
Washington Annual Report (WA SOS - foreign entity)	Last day of formation/registration month (annual)	Secretary	Maintain active status and UBI in good standing. Include required email address fields; WA SOS notes filings without required email addresses will be rejected starting Jan 20, 2026.
Washington Charities Program registration / renewal	Annual (per WA Charities schedule)	Development / Compliance	Required before fundraising in WA unless exempt; track renewals and financial report attachments.
Washington Business License / UBI (Dept. of Revenue)	At start; renew as required	Operations	Apply for UBI/business license; confirm excise tax filings if required.
IRS Form 990 series (or 990-N)	15th day of 5th month after FY end	Treasurer / CPA	File annual return/notice; use Form 8868 for extension if needed.
Payroll taxes + workers' comp (if employees)	Ongoing	Operations / Payroll	Register and file federal and state payroll items if hiring in WA or elsewhere.
Insurance renewals (D&O, GL, travel/medical, etc.)	Annual	Operations	Review coverage limits; update when deployment profile changes.
Board COI disclosures	Annual (board meeting)	Secretary	Collect signed disclosures; record recusals in minutes.

Appendix A - Glossary and definitions

Use consistent definitions across policies, mission documents, and donor materials.

Term	Definition
Mission	An approved, scoped, funded project delivered through the Global Impact Corps pipeline, with clear outcomes and verification.
Idea Submitter	Any individual or group that proposes a mission concept through the public intake process.
Project Steward	The accountable lead for a mission from planning through closeout; typically a paid Corps participant.
Plan Lab	The internal planning and engineering function that converts ideas into deliverable mission plans with budgets, timelines, and risk controls.
Local Partner	A legitimate local organization that co-designs the mission, supports implementation, and takes ownership/maintenance after handover.
Milestone	A predefined deliverable that triggers a verification review and (if applicable) release of restricted funds.
Verification	The evidence package required to confirm a milestone or closeout (photos, receipts, sign-off, third-party inspection where needed).
Volunteer	An individual contributing time without expectation of wage compensation; may be reimbursed for approved out-of-pocket expenses per policy.
Vendor/Contractor	A third party engaged for goods or services under a contract or statement of work; subject to procurement and due diligence.

Appendix B – Recommended initial policy set

Many of these policies are included in your Policies Handbook. Adopt at minimum the bolded items before accepting donations or deploying missions.

- **Conflict of Interest Policy**
- **Whistleblower Policy**
- **Document Retention Policy**
- **Gift Acceptance and Restricted Gifts Policy**
- **Financial Controls and Delegation of Authority**
- Procurement and Vendor Due Diligence Policy

- Expense Reimbursement Policy
- Safeguarding / Code of Conduct Policy (especially if working with vulnerable communities or youth participants)
- Travel and Security Policy (required for field deployments)
- Donor Privacy Policy
- Media/Photography Consent Policy
- Data Privacy and Security Policy

Appendix C – Annual board calendar

to your fiscal year and reporting requirements.

Quarter	Board agenda focus	Key outputs
Q1	Strategic plan review; risk review; mission pipeline performance	Approve annual priorities; committee workplans; updated risk register
Q2	Budget planning; fundraising pipeline; mid-year program review	Draft budget; fundraising targets; program adjustments
Q3	Budget approval; officer elections planning; audit/990 preparation	Approve budget; set audit plan; governance recruitment
Q4	Year-end reporting; ED evaluation; policy review	Approve Form 990 review plan; ED goals; policy refresh
Annual	Board training and onboarding; COI disclosures	Updated disclosures; completed training records

Appendix D – Board resolutions pack (starter documents)

These documents are designed for use in board minutes or unanimous written consents. Replace bracketed text, confirm requirements in your jurisdiction, and have counsel review before adoption.

D.1 Resolution to adopt the Organization Charter

WHEREAS, the Board has reviewed the Global Impact Corps Organization Charter (the “Charter”), which sets forth the mission, operating model, and non-negotiable program controls for Global Impact Corps; and

WHEREAS, the Board desires to adopt the Charter as an internal governance document to guide program design, risk controls, and decision rights.

NOW, THEREFORE, BE IT RESOLVED that:

1. The Charter presented to the Board is hereby adopted, effective as of [Effective Date].
2. The Executive Director is authorized to maintain the Charter, ensure staff and corps members are trained on relevant requirements, and propose updates for Board approval as needed.
3. In the event of any conflict between the Charter and the Articles of Incorporation, bylaws, or applicable law, the Articles/bylaws and law shall control.

Director Name	Signature / Date
Tyson Christensen	Tyson Christensen — 02/13/2026

D.2 Resolution to adopt initial governance and operating policies

WHEREAS, the Organization requires a baseline set of governance and operating policies to meet fiduciary duties, protect participants and communities, and satisfy donor and grant requirements.

NOW, THEREFORE, BE IT RESOLVED that:

1. The Board hereby adopts the following policies, effective as of [Effective Date], as presented (or as amended at the meeting): Conflict of Interest; Code of Ethics and Conduct; Whistleblower; Document Retention; Gift Acceptance and Restricted Gifts; Donor Privacy; Financial Controls and Delegation of Authority; Procurement and Vendor Due Diligence; Compensation Philosophy; Volunteer Policy; Safeguarding and Protection; Travel and Security; Sanctions/Export/Anti-Terrorism Compliance; Media, Storytelling, and Consent; Data Privacy and Security.
2. The Executive Director is authorized to implement procedures consistent with these policies and to present any material updates to the Board for approval at least annually.

Director Name	Signature / Date
Tyson Christensen	Tyson Christensen — 02/13/2026

D.3 Banking resolution (opening accounts and authorized signers)

WHEREAS, the Organization requires banking services to receive and disburse funds in furtherance of its charitable purposes.

NOW, THEREFORE, BE IT RESOLVED that:

1. The Treasurer is authorized to open and maintain one or more bank accounts in the name of the Organization at [Bank Name].

- 2. The following individuals are authorized signers on Organization accounts: [Name/Title], [Name/Title]. Any changes to authorized signers shall be documented in Board minutes or written consent.
- 3. The Organization shall use dual approval for payments over \$[Threshold] (or dual signers where required), consistent with the Financial Controls Policy.
- 4. The Treasurer is authorized to execute documents required by the bank and to establish online banking access with appropriate security controls.

Director Name	Signature / Date
Tyson Christensen	Tyson Christensen — 02/13/2026

D.4 Resolution to establish fiscal year and accounting framework

WHEREAS, the Organization must establish a fiscal year and basic accounting framework for reporting, budgeting, and compliance.

NOW, THEREFORE, BE IT RESOLVED that:

- 1. The fiscal year of the Organization shall end on [Month Day] of each year.
- 2. The Organization shall maintain complete and accurate books and records, including restricted fund tracking for mission sponsorships, in accordance with the Financial Controls Policy.
- 3. The Board authorizes the Treasurer to engage a qualified bookkeeper and/or accounting firm as needed within the approved budget.

Director Name	Signature / Date
Tyson Christensen	Tyson Christensen — 02/13/2026

D.5 Resolution authorizing tax and registration filings

WHEREAS, the Organization intends to qualify as a tax-exempt charitable organization and to register as required for charitable solicitation.

NOW, THEREFORE, BE IT RESOLVED that:

- 1. The officers are authorized to apply for an Employer Identification Number (EIN) and to file applications for federal and state tax exemption as appropriate (including, in the U.S., IRS Form 1023/1023-EZ if eligible).
- 2. The officers are authorized to complete state charitable solicitation registrations and other required filings prior to fundraising in any jurisdiction.

3. The officers are authorized to engage legal and tax professionals as needed within the approved budget.

Director Name	Signature / Date
Tyson Christensen	Tyson Christensen — 02/13/2026

D.6 Resolution approving the Phase 1 Pilot Plan and initial risk boundaries

WHEREAS, Global Impact Corps intends to launch an initial pilot cohort to validate the mission pipeline, verification standards, and safety controls.

NOW, THEREFORE, BE IT RESOLVED that:

1. The Board approves the Phase 1 Pilot Plan dated 02/13/2026, including the initial mission categories, geographic scope, and eligibility rules as presented.
2. The Board establishes the following initial risk boundaries for the pilot: (a) missions must have a qualified local partner and documented land/permission rights where applicable; (b) no missions in areas subject to active conflict or where travel is prohibited by the Organization’s Travel & Security Policy; (c) no cash transfers to individuals; and (d) all spending must follow procurement and documentation standards.
3. The Executive Director is authorized to approve individual missions within the pilot that meet the approved rubric and remain within the pilot budget and risk boundaries, and to report mission approvals to the Board at each regular meeting.

Director Name	Signature / Date
Tyson Christensen	Tyson Christensen — 02/13/2026

D.7 Resolution establishing standing committees

WHEREAS, the Board desires to establish committees to strengthen governance and oversight.

NOW, THEREFORE, BE IT RESOLVED that:

1. The Board hereby establishes the following standing committees: Finance & Audit; Governance & Nominating; Programs & Safety; and Development.
2. The Chair is authorized to appoint committee chairs and members, subject to ratification by the Board, and to adopt one-page committee charters consistent with the bylaws.

Director Name	Signature / Date
Tyson Christensen	Tyson Christensen — 02/13/2026