

ARCS FOUNDATION, INC.
NATIONAL BOARD MEETING – June 10, 2023
RESOLUTIONS FOR APPROVAL
(Draft of June 6, 2023)

Items for Approval, listed by Agenda Item

III. Action for NB Approval (for approval by Directors who are present in person)

A. Waiver of Requirement of In-Person Attendance and Authorization for Attendance by Zoom

WHEREAS, the last sentence of Section 4.8 of the Bylaws of ARCS Foundation, Inc. (the “Corporation”), regarding regular meetings of the National Board states:
“Directors must be physically present to participate in a regular meeting.”

WHEREAS, Section 5211(a)(6) of the California Nonprofit Corporation Law permits directors to take action at a meeting held by electronic video screen communication as follows:
“Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (Sections 20 and 21). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another.”

WHEREAS, the National Board has been notified by the President that, because of extenuating circumstances, certain directors have requested approval to attend and to vote by electronic video screen communication (“Zoom”) at this regular meeting.

WHEREAS, the National Board wishes to confirm that all actions to be taken at this meeting, at which directors are in attendance in person and by Zoom, are the legally binding authorizations and approvals of the National Board.

RESOLVED, that the last sentence of Article IV, Section 4.8, which requires the physical presence of directors at a regular meeting of the National Board, is hereby waived for those directors (previously identified by the President) who are unable to attend the regular meeting of the National Board held on June 10, 2023, subject to all directors being able to hear each other.

RESOLVED FURTHER, that attendance and voting by Zoom of a director of the National Board at its June 10, 2023 regular meeting shall qualify as presence of such duly-elected and serving member as if she were physically present and voting.

RESOLVED FURTHER, that all actions duly approved by a majority of the directors of the National Board present in person and by Zoom at this meeting shall be the legally binding authorizations and approvals of the National Board.

V. Further Actions for NB Approval (for approval by all directors in attendance)

A. Approval of Minutes from January 21, 2023 National Board Meeting

RESOLVED that the minutes of the meeting of the National Board held in person and by electronic video screen communication on January 21, 2023, in the form previously presented, are hereby approved.

B. Approval of Number, Dates and Locations of 2023-2024 Regular Meetings of the National Board

WHEREAS, Article VI, Section 4.8 of the Bylaws requires National Board approval of the number, dates and locations of its regular meetings for the next fiscal year.

RESOLVED, that the number of regular meetings of the National Board during 2023-2024 is hereby set at three (3).

RESOLVED FURTHER, that the 2023-2024 regular meetings of the National Board shall be held on the following dates in the following locations:

- October 14, 2023 – Virtual only via Zoom
- Late January/early February 2024 (Actual Date TBD) – Honolulu, Hawaii (in person & Zoom)
- Late May/early June 2024 with All Members Conference (Actual Date TBD) – TBD

C. Approval of Recommendations from the Governance Committee (effective July 1, 2023)

1. Amendments to the Bylaws

WHEREAS, on May 9, 2023, the Governance Committee sent a notice by email to all members of the National Board of the timely posting on the National members-only secured intranet website of its recommendation for the approval of proposed amendments to the Bylaws (i) to clarify the terms and term limits applicable to directors, officers, chairs of the standing committees and councils, and parliamentarian, (ii) to clarify the process for the appointment of a director in the event of a vacancy and the duration of her term, (iii) to permit attendance by directors at regular and special meetings through in-person, telephone conference, electronic video communications and/or a combination thereof, and (iv) related conforming and typographical changes; and

WHEREAS, on June 9, 2023, the Chair of the Governance Committee made a presentation to the National Board of the proposed amendments to the Bylaws, and there was an opportunity for questions and discussion.

RESOLVED, that the amendments to the Bylaws, in the form previously presented to the National Board, are approved with an effective date of July 1, 2023.

2. Amendments to the Standing Rules

a. Amendments to Appendix A of the Standing Rules

WHEREAS, on May 9, 2023, the Governance Committee sent a notice by email to all members of the National Board of the timely posting on the National members-only secured intranet website of its recommendation for the approval of proposed amendments to Appendix A of the Standing Rules (i) to conform with the proposed Bylaw amendments regarding the term and term limits applicable to directors, officers,

chairs of standing committees and councils, and parliamentarian, and (ii) to make related conforming and typographical changes; and

WHEREAS, on June 9, 2023, the Chair of the Governance Committee made a presentation to the National Board of the proposed amendments to Appendix A of the Standing Rules, and there was an opportunity for questions and discussion.

RESOLVED, that the amendments to the Appendix A to the Standing Rules, in the form previously presented to the National Board, are approved with an effective date of July 1, 2023.

b. Waiver of Notice of Amendments to Appendix B of the Standing Rules

WHEREAS, Article V of the Standing Rules requires National Board approval of all amendments to the Standing Rules and that any such amendments be posted on the National members only secured intranet website at least ten (10) days prior to presentation to the National Board for its approval; and

WHEREAS, the notice of the posting on the National members only secured intranet website of amendments the Bylaws was given to all National Board members on June 2, 2023.

RESOLVED, that the ten (10) day advance notice requirement of Article V of the Standing Rules is hereby waived.

c. Approval of Amendments to Appendix B of the Standing Rules re University Relations Committee Charter

WHEREAS, on June 2, 2023, the Governance Committee sent a notice by email to all members of the National Board of the posting on the National members-only secured intranet website of its recommendation for the approval of proposed amendments to Appendix B of the Standing Rules (revisions to the charter of the University Relations Committee); and

WHEREAS, on June 9, 2023, the Governance Committee made a presentation to the National Board of the proposed amendments to Appendix B of the Standing Rules, and there was an opportunity for questions and discussion.

RESOLVED, that the amendments to Appendix B of the Standing Rules, in the form previously presented to the National Board, are approved with an effective date of July 1, 2023.

3. Amendments to the Governance Committee Charter

WHEREAS, the Governance Committee has reviewed its charter and has recommended that it be modified to include an additional ex-officio member, the Chair of the Diversity, Equity, and Inclusion Committee, and to add an Appendix with a chart to describe the process for the amendment of National's Governing Documents (Articles of Incorporation, Bylaws and Standing Rules).

WHEREAS, on June 9, 2023, the Governance Committee made a presentation to the National Board of the proposed amendments to the Governance Committee charter and there was an opportunity for questions and discussion.

RESOLVED, that the amendments to the Governance Committee charter, in the form previously presented to the National Board, are approved with an effective date of July 1, 2023.

4. National Code of Conduct

WHEREAS, the Governance Committee was requested to prepare a Code of Conduct for National's directors, officers, committee and council chairs and all committee and council members.

WHEREAS, on June 9, 2023, the Governance Committee made a presentation to the National Board of the provisions of the Code of Conduct, and there was an opportunity for questions and discussion.

RESOLVED, that the form of the Code of Conduct, as previously presented to the National Board, is approved with an effective date of July 1, 2023.

D. Approval of Amendment to Contract with ASG

WHEREAS, ARCS Foundation, Inc. ("National") entered into a contract for Management Services with Association Services Group LLC ("ASG") with an effective date of July 1, 2022 for ASG to provide management and related services to National in consideration of payments by National for the period commencing July 1, 2022 through June 30, 2024, as specified in such contract (the "ASG Contract");

WHEREAS, since July 1, 2020, National has engaged ASG to undertake certain management services for the Atlanta Chapter and the Northern California Chapter. Under that arrangement, National has the financial responsibility to ASG for such services and the fee for such services is paid by the respective Chapter to reimburse National;

WHEREAS, National has requested from ASG an amendment to the ASG Contract for the term commencing July 1, 2023 through June 30, 2024; and

WHEREAS, on June 9, 2023, the Vice President for Operations made a presentation to the National Board regarding the terms of the proposed amendment of the ASG Contract ("Amendment") and there was an opportunity for questions and discussion.

RESOLVED, that the proposed Amendment for management services between National and ASG, [in the form]/[with substantially the same terms] previously presented to the National Board, is hereby approved, subject to approval of the proposed 2023-2024 Annual Budget; and

RESOLVED FURTHER, that subject to the approval of the proposed 2023-2024 Annual Budget, the President is hereby authorized, on behalf of the corporation, to execute and deliver the proposed Amendment to the ASG Contract and to take all actions necessary and proper to effect the foregoing resolution and the terms of the proposed Amendment.

E. Approval of Recommendations from the Finance Committee

1. Approval of 2023-2024 Annual Budget

RESOLVED, that the 2023-2024 proposed budget of ARCS Foundation, Inc., in the form as previously presented to the National Board, is hereby approved.

2. Approval of Chapter President Airfare Reimbursement

RESOLVED, that for the 2023-2024 fiscal year, reimbursement of the actual amount of airfare up to a maximum of \$300 incurred by a Chapter President to attend one National Board meeting is hereby approved.

3. Approval of Bank and Brokerage Accounts Resolutions and Signatories

a. Approval of Resolutions and Authorized Signatories of Operating Bank Account.

WHEREAS, on June 1, 2013, the Board of Directors of ARCS Foundation, Inc., a California nonprofit corporation (the "corporation"), approved the opening of a bank account at First Foundation Bank (the "Financial Institution") by the corporation; and

WHEREAS, effective July 1, 2023, Caron Ogg will end her term of office as President of the corporation, Elizabeth T. Wainwright will begin her term of office as President of the corporation, and R. Christine Hawes and Linda Thier will continue their terms of office as Vice President for Finance, and Treasurer, respectively, of the corporation.

RESOLVED, that the Resolutions to authorize the corporation to take all actions with respect to the operating bank account (No. ****1171) in the form presented by the Financial Institution are hereby approved, subject to completion of fields regarding the full name of this corporation, the date of this action and the identification of the Secretary of the corporation.

RESOLVED FURTHER, that, effective July 1, 2023, each of Elizabeth T. Wainwright, R. Christine Hawes, and Linda Thier, each acting alone ("Agent" or collectively, the "Agents"), is authorized to take all actions on behalf of the corporation with respect to the operating bank account (No. ****1171) and more particularly to execute and deliver checks and orders for the payment of money and to endorse, withdraw and transfer funds on deposit with the Financial Institution, all as outlined in the Corporate Authorization Resolution, in the form presented by the Financial Institution.

RESOLVED FURTHER, that the Secretary of the corporation is authorized to certify to the Financial Institution the adoption by the corporation's Board of Directors of the above resolutions and the grant of powers and authority to those Agents identified above and to execute and deliver any other instruments and documents necessary or proper to effect the intent of the foregoing resolutions.

b. Approval of Resolutions and Authorized Signatories of Money Market Fund Account.

WHEREAS, the Executive Committee of the Board of Directors of ARCS Foundation, Inc., a California nonprofit corporation (the "corporation"), on February 16, 2022 approved the form of corporate resolutions authorizing the corporation to open a Money Market Fund account (No. ****2427) at First Foundation Bank ("Financial Institution") and designated the following officers to engage in all transactions in that account on behalf

of the corporation: R. Christine Hawes, Vice President for Finance; and Linda Thier, Treasurer.

WHEREAS, the corporation's Board of Directors ratified and confirmed the above actions of the Executive Committee at a meeting held on June 10, 2022, at which a quorum was present and voting.

RESOLVED, that the Resolutions to authorize the corporation to take all actions with respect to the Money Market Fund Account (No. ****2427) in the form presented by the Financial Institution are hereby approved, subject to completion of fields regarding the full name of this corporation, the date of this action and the identification of the Secretary of the corporation.

RESOLVED FURTHER, that, effective July 1, 2023, each of R. Christine Hawes, and Linda Thier, each acting alone ("Agent" or collectively, the "Agents"), is authorized to take all actions on behalf of the corporation with respect to the Money Market Fund Account (No. ****2427) and more particularly to engage in all transactions on behalf of the corporation with the Financial Institution, all as outlined in the Corporate Authorization Resolution, in the form presented by the Financial Institution.

RESOLVED FURTHER, that the Secretary of the corporation is authorized to certify to the Financial Institution the adoption by the corporation's Board of Directors of the above resolutions and the grant of powers and authority to those Agents identified above and to execute and deliver any other instruments and documents necessary or proper to effect the intent of the foregoing resolutions.

c. Approval of Resolutions and Authorized Signatories of Temporarily Restricted Designated Investment Account.

WHEREAS, on June 23, 2018, the Board of Directors of ARCS Foundation, Inc., a California nonprofit corporation (the "corporation"), approved the opening of ARCS National Temporarily Restricted Designated Investment account (also known as the "TRD") , as advised by First Foundation Advisors and as held by Charles Schwab & Co., Inc., for the purpose of holding the two reserve funds designated by the corporation's Board of Directors on that date for operating reserves and website reserves, each to be established at a minimum amount of \$50,000;

WHEREAS, since June 23, 2018, the ARCS National Temporarily Restricted Designated Investment account holds (in addition to the operating reserve fund and the website reserve fund) the New Chapter Development fund, the P.A.T.S. Portal fund, the Danaher Foundation grant and other designated restricted funds to be held and invested until such time as such funds are to be used for their respective designated purposes; and

WHEREAS, effective July 1, 2023, Elizabeth T. Wainwright will begin her term as President of the corporation, and R. Christine Hawes, and Linda Thier will continue their terms of office as Vice President for Finance, and Treasurer, respectively, of the corporation.

RESOLVED, that the Resolutions to authorize the corporation to take all actions with respect to the Temporarily Restricted Designated Investment account (No. ****8384) in the form previously presented by First Foundation Advisors and Charles Schwab and Co., Inc., are hereby approved, subject to completion of fields regarding the full name of this corporation, the date of this action and the identification of the Secretary of the corporation.

RESOLVED FURTHER, that, effective July 1, 2023, each of Elizabeth T. Wainwright and R. Christine Hawes, each acting alone (“Agent” or collectively, the “Agents”), is authorized to transact the sale and purchase of securities and the deposit, investment, withdrawal and transfer of funds on behalf of the corporation with respect to the Temporarily Restricted Designated Investment Account (****8384), as advised by First Foundation Advisors and held by Charles Schwab & Co., Inc., all in accordance with the forms and resolutions requested by First Foundation Advisors and Charles Schwab & Co., Inc.

RESOLVED FURTHER, that the Secretary of the corporation is authorized to certify to each of First Foundation Advisors and Charles Schwab & Co., Inc. the adoption by the corporation’s Board of Directors of the above resolutions and the grant of powers and authority to those Agents identified above and to execute and deliver any other instruments and documents necessary or proper to effect the intent of the foregoing resolutions.

d. Approval of Resolutions and Authorized Signatories of the National Endowment Fund Account

RESOLVED, that the Resolutions to authorize ARCS Foundation, Inc., a California nonprofit corporation (the “corporation”), to take all actions with respect to the National Endowment Fund Account (No. ****6120) in the form previously presented by First Foundation Advisors and Charles Schwab and Co., Inc., are hereby approved, subject to completion of fields regarding the full name of this corporation, the date of this action and the identification of the Secretary of the corporation.

RESOLVED FURTHER, that effective July 1, 2023, each of R. Christine Hawes, the corporation’s Vice President for Finance and Chair of the National Endowment Fund Committee, and Sherry Lundeen, an at-large member of the corporation’s National Endowment Fund Committee, each acting alone (“Agent” or collectively, the “Agents”), is authorized to transact the sale and purchase of securities and the deposit, investment, withdrawal and transfer of funds on behalf of the corporation with respect to the National Endowment Fund Account (No. ****6120), as advised by First Foundation Advisors and held by Charles Schwab & Co., Inc., all in accordance with the forms and resolutions requested by First Foundation Advisors and Charles Schwab & Co., Inc.

RESOLVED FURTHER, that the Secretary of the corporation is authorized to certify to each of First Foundation Advisors and Charles Schwab & Co., Inc. the adoption by the corporation’s Board of Directors of the above resolutions and the grant of powers and authority to those Agents identified above and to execute and deliver any other instruments and documents necessary or proper to affect the intent of the foregoing resolution.

e. Approval of Resolutions and Authorized Signatories of the Operating Investment Account

RESOLVED, that the Resolutions to authorize ARCS Foundation, Inc., a California nonprofit corporation (the “corporation”), to take all actions with respect to the Operating Investment Account (No. ****3043) in the form previously presented by First Foundation Advisors and Charles Schwab and Co., Inc., are hereby approved, subject to completion of fields regarding the full name of this corporation, the date of this action and the identification of the Secretary of the corporation.

RESOLVED FURTHER, that effective July 1, 2023, each of R. Christine Hawes, Vice President for Finance, and Linda Thier, Treasurer, each acting alone (“Agent” or collectively, the “Agents”) is authorized to transact the sale and purchase of securities and the deposit, investment, withdrawal and transfer of funds on behalf of the corporation with respect to the Operating Investment Account (No. ****3043) overseen by the National Endowment Fund Committee, as advised by First Foundation Advisors and held by Charles Schwab & Co., Inc., all in accordance with the forms and resolutions requested by First Foundation Advisors and Charles Schwab & Co., Inc.

RESOLVED FURTHER, that the Secretary of the corporation is authorized to certify to each of First Foundation Advisors and Charles Schwab & Co., Inc. the adoption by the corporation’s Board of Directors of the above resolution and the grant of powers and authority to those Agents identified above and to execute and deliver any other instruments and documents necessary or proper to effect the intent of the foregoing resolution.

F. Election of 2023-2024 Directors, Officers, Advisors and Committee Members (Term begins July 1, 2023)

1. Waiver of the Forty-Day Notice for Posting of Revised Nominating Committee Slate of National Board Directors and Officers for 2023-2024

WHEREAS, in accordance with Article VII, Section 7.1 of the Bylaws, the Nominating Committee notified the National Board by email on May 1, 2023, of the timely posting of its 2023-2024 Nominee Slate on the National members-only secured intranet website;

WHEREAS, certain corrections to the 2023-2024 Nominee Slate were made by the Nominating Committee, and the Nominating Committee received no nominations from the Chapters pursuant to Article VII, Section 7.2 of the Bylaws; and

WHEREAS, the Nominating Committee notified the National Board by email on May 16, 2023 that a revised 2023-2024 Nominee Slate had been posted on the National members-only secured intranet website.

RESOLVED, that the forty-day advance notice provision of Bylaw Article VII, Section 7.1 is hereby waived.

2. Fixing of Number of 2023-2024 Directors

RESOLVED, in accordance with Article IV, Section 4.2 of the Bylaws, the number of directors (within the stated range from 22 to 26) for the fiscal year beginning July 1, 2023 is hereby fixed at twenty-five (25).

3. Confirmation of 2023-2024 Directors by the Council of Presidents

RESOLVED, that the following 2023-2024 directors selected by the Council of Presidents for their respective terms (beginning July 1, 2023 and ending as indicated below in parentheses) are hereby confirmed.

Immediate Past Chair of the Council of Presidents:	Cheryl Craft (June 30, 2024)
Chair, Council of Presidents:	Holly Heaton (June 20, 2025)
Council of Presidents' Representative A:	Sarah Dunnan (June 30, 2024)
Council of Presidents' Representative B:	Elli Nesbitt (June 30, 2026)
Council of Presidents' Representative C:	Cheryl Ernst (June 30, 2026)
Council of Presidents' Representative D:	Chandra Jain (June 30, 2025)
Council of Presidents' Representative E:	Judy Benham (June 30, 2024)

4. Election of 2023-2024 Directors, Officers, Advisors and Committee Members and Establishment of Length of Terms

RESOLVED, that the election of directors, officers, advisors and committee members, as identified on the revised 2023-2024 Nominee Slate posted on the members-only secured intranet website on May 16, 2023, for the respective terms beginning July 1, 2023 and ending as indicated on the Nominee Slate and until each nominee's successor has been duly elected and confirmed, is hereby approved.

RESOLVED FURTHER, that the National Board recognizes and thanks the outgoing members of the 2022-2023 National Board of Directors, Officers, Council of Advisors, Council of Presidents and Committee Members for their dedicated leadership and service.

G. Approval of Recommendations from the University Relations Committee

1. Approval of Applied Mathematics as a Subject Area of Study

WHEREAS, the current University Relations Manual (last revised effective June 30, 2020) contains a list of Approved Subject Areas of Study and that list includes Mathematics.

WHEREAS, Applied Mathematics is a discipline devoted to the use of mathematical methods to solve scientific or decision-making problems in a wide variety of non-mathematical subjects, including engineering, medicine and the physical and biological sciences.

WHEREAS, Applied Mathematics has strong interdisciplinary/multidisciplinary connections with other ARCS Foundation approved subject areas of study.

WHEREAS, the University Relations Committee on May 15, 2023 voted unanimously to recommend the addition of Applied Mathematics to the UR Manual's Approved Subject Areas of Study.

RESOLVED, Applied Mathematics is hereby approved as a Subject Area of Study and the University Relations Committee shall add it to the University Relations Manual's list of Approved Subject Areas of Study.

2. Approval of University of California, Santa Cruz, Department of Applied Mathematics

WHEREAS, University of California, Santa Cruz (UCSC) is an approved recipient institution and two departments of its Baskin School of Engineering (Computer Science and Engineering, and Electrical and Computer Science) are also approved to receive funding from the Northern California Chapter (NCC) for scholar awards to qualified ARCS Scholars;

WHEREAS, the NCC has submitted a request for the approval of UCSC, Baskin School of Engineering, Applied Mathematics Department ("Department"), and the Department's graduates will be granted Ph.D. degrees by UCSC, Baskin School of Engineering, Applied Mathematics Department;

WHEREAS, the Department, which was spun off from the Department of Applied Mathematics and Statistics in 2018, has not yet been rated within the top 50 departments in its field in the United States, and thus must be approved by the National Board; and

WHEREAS, the NCC and the Department have submitted sufficient evidence to the University Relations Committee in support of the Department, and based on the evidence submitted, the University Relations Committee has recommended that the Applied Mathematics Department be approved by the National Board as a department authorized to fund ARCS Scholars enrolled in its Ph.D. program.

RESOLVED, that University of California, Santa Cruz, Baskin School of Engineering, Department of Applied Mathematics is hereby approved as a program authorized to fund ARCS Scholars enrolled in its Ph.D. program, effective July 1, 2023.

RESOLVED FURTHER, that the President is hereby authorized to notify the NCC of the National Board's approval of the Department effective July 1, 2023 so that the NCC may immediately commence discussions with UCSC for the funding of ARCS Scholars enrolled in the Department for the 2023-2024 academic year.

3. Approval of Revisions to the University Relations Manual

RESOLVED, that the University Relations Manual in the form as amended and as previously presented to this meeting is hereby approved with an effective date of July 1, 2023.

H. Approval of Extension of U.S. Permanent Resident Task Force

WHEREAS, at its January 21, 2023 meeting, the National Board ("NB")

- Approved the formation of the U. S. Permanent Resident Task Force ("Task Force") from January 21, 2023 through June 30, 2023 for the purpose of reviewing the eligibility criteria for ARCS Scholars and developing recommendations for possible actions and/or initiatives;
- Approved the U.S. Permanent Resident Task Force Charter, in the form as presented to that meeting;

- Requested the issuance by the Task Force of a written report to the National Board on its findings and recommendations for consideration and action by the National Board no later than June 1, 2023 and to report to the NB at its meeting on June 10, 2023; and
- Approved the following members of the Task Force: Christine Simpson Brent (Northern California Chapter) and Joan Foley (Oregon Chapter) (Co-Chairs), Rhea Coler (Seattle Chapter), Anne Crawford (Pittsburgh Chapter), Barb Goergen (Minnesota Chapter), Judy LeMarr (Phoenix Chapter), Danielle Robinson (Metro Washington Chapter), Yolanda Walther-Meade (Los Angeles/San Diego Chapters) and Janie Wilson (Atlanta Chapter).

WHEREAS, the Task Force is now requesting an extension of its term to the last day of the month of the Winter 2024 NB meeting and of the delivery date of its report to ten days before the Winter 2024 NB meeting].

RESOLVED, that the term of the Task Force is hereby extended to the last day of the month of the Winter 2024 NB meeting, and during its term, a written report of its findings and recommendations shall be delivered to the NB no later than ten days before the Winter 2024 NB meeting and a presentation of its report shall be made at the Winter NB 2024 NB meeting.

RESOLVED FURTHER, that the current members of the Task Force (as listed below) are hereby approved to continue to serve as members of the Task Force through the last day of the month of the Winter 2024 NB meeting:

Christine Simpson Brent (Northern California Chapter) (Co-Chair)
 Joan Foley (Oregon Chapter) (Co-Chair)
 Rhea Coler (Seattle Chapter)
 Anne Crawford (Pittsburgh Chapter)
 Barb Goergen (Minnesota Chapter)
 Judy LeMarr (Phoenix Chapter)
 Danielle Robinson (Metro Washington Chapter)
 Yolanda Walther-Meade (Los Angeles/San Diego Chapters)
 Janie Wilson (Atlanta Chapter)

I. Approval of 2023-2025 Strategic Action Plan

RESOLVED, that ARCS Foundation, Inc. 2023-2025 Strategic Action Plan (the "Plan") in the form as previously presented by the 2022-2023 Long Range Planning Committee, as posted in the National Library on May 29, 2023, and as discussed by the National Board ("NB") on June 8 and 9, 2023, is hereby approved with an effective date of July 1, 2023, with the acknowledgement that any proposed change to the mission of ARCS Foundation, Inc. will be made as a separate recommendation from the 2023-2024 Long Range Planning Committee, based on the Winter 2024 NB Meeting report of the U.S. Permanent Resident Task Force.

RESOLVED FURTHER, that the 2023-2024 Long Range Planning Committee is hereby directed to oversee the implementation of the Plan.

RESOLVED FURTHER, that the National Board hereby acknowledges and thanks the members of the 2022-2023 Long Range Planning Committee:

Sally McDaniel, Co-Chair
Susan Smith, Co-Chair
Linda Burke (Ex officio, Chair, Diversity, Equity, and Inclusion Committee)
Di Alexander
Judy Benham
June Chocheles
Bev Elliott
Sharon Fadem
Barb Goergen
Sue Harter
Anne Jarvis
Susan McGonigle
Lynne Porter
Andi Purple
Nancy Spetzler
Carol Stockman
Kathy Testoni
Andrea Thoreson

J. Approval to Establish ARCS Foundation Luminary Award

WHEREAS, ARCS Foundation, Inc. wishes to memorialize recognition for exceptional service to the National organization that far exceeds the norm.

RESOLVED, that ARCS Foundation hereby establishes ARCS National Luminary Award to be presented on rare occasions when the dedication and service to ARCS National by an ARCS Foundation member merits significant and special recognition.

RESOLVED FURTHER, that the recipient of ARCS National Luminary Award shall be nominated from time to time by the National President, and as recommended by the Executive Committee, shall be subject to the approval of the National Board.

VI. Ratification of Actions by the 2022-2023 Executive Committee

WHEREAS, the President of the corporation has reported to the National Board those actions authorized by the Executive Committee, acting on behalf of the National Board, during 2022-2023 .

RESOLVED, that the actions taken by the Executive Committee during 2022-2023 are hereby ratified and confirmed as the valid and binding acts of the corporation.