

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?