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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0047

2009Open to Public
Inspection**A For the 2009 calendar year, or tax year beginning** JUL 1, 2009 **and ending** JUN 30, 2010

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	Please use IRS label or print or type See Specific Instructions	C Name of organization		D Employer identification number
		SILICON VALLEY SOCIAL VENTURE FUND		51-0644783
		Doing Business As		
		Number and street (or P O box if mail is not delivered to street address) Room/suite P.O. BOX 1792		E Telephone number (650) 454-6264
		City or town, state or country, and ZIP + 4 LOS ALTOS, CA 94023		G Gross receipts \$ 830,042.
		F Name and address of principal officer: LINDSAY AUSTIN LOUIE P.O. BOX 1792, LOS ALTOS, CA 94023		H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: ☒ 501(c) (3) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527				
J Website: ▶ WWW.SV2.ORG				
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶			L Year of formation 2007 M State of legal domicile CA	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SILICON VALLEY SOCIAL VENTURE FUND'S (SV2) MISSION IS TO BUILD THE PHILANTHROPIC CAPACITY OF OUR		
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3 16	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4 16	
	5 Total number of employees (Part V, line 2a)	5 3	
	6 Total number of volunteers (estimate if necessary)	6 70	
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a 0.	
7b Net unrelated business taxable income from Form 990-T, line 34	7b 0.		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 141,707.	Current Year 804,991.
	9 Program service revenue (Part VIII, line 2g)		
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,607.	156.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	144,314.	805,147.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 4-3)	265,000.	326,424.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	69,000.	177,435.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	182.	
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 40,260.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	36,337.	119,730.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	370,519.	623,589.
	19 Revenue less expenses. Subtract line 18 from line 12	-226,205.	181,558.
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 1,105,262.	End of Year 1,228,300.
	21 Total liabilities (Part X, line 26)	301,267.	242,743.
	22 Net assets or fund balances. Subtract line 21 from line 20	803,995.	985,557.

Part II Signature Block

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.	
	Signature of officer: <i>Lindsay Austin Louie</i> LINDSAY AUSTIN LOUIE, EXECUTIVE DIRECTOR Type or print name and title	Date: X 5/16/11
Paid Preparer's Use Only	Preparer's signature: <i>Park S. Williams</i> Firm's name (or yours if self-employed), address, and ZIP + 4: BROWN ADAMS LLP, 2600 EL CAMINO REAL, SUITE 600, PALO ALTO, CA 94306	Date: 5/16/11 Check if self-employed: ☐ Preparer's identifying number (see instructions): EIN ▶ Phone no ▶ (650) 857-1655

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

932001 02-04-10

LHA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2009)

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

G16 23

SCANNED JUN 16 2011

Part III Statement of Program Service Accomplishments

- 1 Briefly describe the organization's mission: SEE SCHEDULE O FOR CONTINUATION
SILICON VALLEY SOCIAL VENTURE FUND'S (SV2) MISSION IS TO BUILD THE
PHILANTHROPIC CAPACITY OF OUR DONORS (CALLED "PARTNERS") AND THE
ORGANIZATIONAL CAPACITY OF OUR GRANTEEES. SV2 DOES THIS THROUGH ENGAGED
GRANTMAKING IN A NUMBER OF ISSUE AREAS (WITH FUNDS CONTRIBUTED BY OUR
- 2 Did the organization undertake any significant program services during the year which were not listed on
the prior Form 990 or 990-EZ? ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O.
- 3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O.
- 4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses.
Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and
allocations to others, the total expenses, and revenue, if any, for each program service reported.
SEE SCHEDULE O FOR CONTINUATION(S)
- 4a (Code:) (Expenses \$ 326,424. including grants of \$ 326,424.) (Revenue \$)
GRANTMAKING - SV2 DONORS POOL CHARITABLE CONTRIBUTIONS TOGETHER AND
THEN GET ACTIVELY INVOLVED IN GRANTING THE MONEY TO LOCAL NONPROFIT
ORGANIZATIONS FOR INFRASTRUCTURE/CAPACITY-BUILDING PROJECTS. IN
2009-2010 WE HAD FOUR GRANTMAKING FOCUS AREAS (SELECTED BY OUR
DONOR-PARTNERS): EDUCATION, ENVIRONMENT, INTERNATIONAL/MICROFINANCE,
AND SELF-RELIANCE/FOSTER YOUTH.
- 4b (Code:) (Expenses \$ 1,880. including grants of \$) (Revenue \$)
GRANTEE CONSULTING PROJECTS:
GRANTEE WORKSHOPS - WE OFFER PERIODIC WORKSHOPS ON CAPACITY-BUILDING
TOPICS (I.E. MARKETING AND COMMUNICATIONS, PROJECT MANAGEMENT,
VOLUNTEER MANAGEMENT, ETC.). THESE WORKSHOPS ARE TYPICALLY LED BY SV2
DONOR-PARTNERS WITH SPECIFIC AREAS OF EXPERTISE. ALL GRANTEEES ARE
INVITED TO COME LEARN AND DISCUSS TOGETHER, AND WE SEE THAT IN ADDITION
TO THE LEARNING FROM THE PRESENTER, THEY LEARN A GREAT DEAL FROM
TALKING AND COLLABORATING WITH ONE ANOTHER.
VOLUNTEER CONSULTING - SV2 PARTNERS COLLABORATE WITH GRANTEE
ORGANIZATIONS AS "VOLUNTEER CONSULTANTS" TO OFFER THEIR TIME AND
- 4c (Code:) (Expenses \$ 173,117. including grants of \$) (Revenue \$)
GRANT ROUND MEETINGS, EDUCATIONAL EVENTS AND NETWORKING - BUILDING THE
PHILANTHROPIC CAPACITY OF OUR DONOR-PARTNERS INCLUDES CONDUCTING GRANT
ROUNDS WHERE PARTNERS GAIN EXPERIENTIAL EDUCATION ABOUT BOTH
PHILANTHROPY AND SPECIFIC ISSUE AREAS AND HOLDING EDUCATIONAL EVENTS
WITH SPEAKERS/PANELS ON DIFFERENT TOPICS SO THAT PARTNERS LEARN
IN-DEPTH ABOUT ISSUES FACING OUR COMMUNITIES AND HAVE THE CHANCE TO ASK
QUESTIONS AND ENGAGE IN DIALOG WITH THE LEADERS WORKING TO SOLVE THESE
ISSUES.
- 4d Other program services. (Describe in Schedule O.)
(Expenses \$ including grants of \$) (Revenue \$)
- 4e Total program service expenses ► \$ 501,421.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	4	X
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8	X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10	X
11 Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	11 X	
• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>		
• Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		
• Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		
• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		
• Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>		
• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? <i>If "Yes," complete Schedule D, Part X.</i>		
12 Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>	12	X
12A Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional</i>	12A Yes No X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Part I</i>	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>	20	X

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties, (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	38 X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	If "Yes," enter the name of the foreign country: _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
7h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		

Form 990 (2009)

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body	16	
b Enter the number of voting members that are independent	16	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a material diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?		X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11A Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13 Does the organization have a written whistleblower policy?	X	
14 Does the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization		X
If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **CA**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **LINDSAY AUSTIN LOUIE - (650) 454-6264**
P.O. BOX 1792, LOS ALTOS, CA 94023

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees. See instructions for definition of "key employee."

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
LANCE FORS CHAIRMAN	5.00	X		X				0.	0.	0.
LAURA ARRILLAGA-ANDREES CHAIRMAN EMERITUS	5.00	X						0.	0.	0.
JOON YUN VICE CHAIRMAN	1.00	X		X				0.	0.	0.
KAREN APPLETON TREASURER	1.00	X		X				0.	0.	0.
MARK PARNES SECRETARY	1.00	X		X				0.	0.	0.
NANCY CANNON-O'CONNELL DIRECTOR	1.00	X						0.	0.	0.
LYN CHRISTENSON DIRECTOR	1.00	X						0.	0.	0.
JOE CULLINANE DIRECTOR	1.00	X						0.	0.	0.
NANCY HEINEN DIRECTOR	1.00	X						0.	0.	0.
PETER HERO DIRECTOR	1.00	X						0.	0.	0.
GINA JORASCH DIRECTOR	1.00	X						0.	0.	0.
LAURA LAUDER DIRECTOR	1.00	X						0.	0.	0.
WENDY LEA DIRECTOR	1.00	X						0.	0.	0.
DAVE MEADER DIRECTOR	1.00	X						0.	0.	0.
KIM MEREDITH DIRECTOR	1.00	X						0.	0.	0.
JASON SCHARPF DIRECTOR	1.00	X						0.	0.	0.

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a					
	b Membership dues	1b	643,876.				
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	161,115.				
	g Noncash contributions included in lines 1a-1f \$		24,895.				
	h Total. Add lines 1a-1f			804,991.			
Program Service Revenue			Business Code				
	2 a						
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			223.			223.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross Rents	(i) Real	(ii) Personal				
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other	24,828.			
	b Less: cost or other basis and sales expenses			24,895.			
	c Gain or (loss)			-67.			
	d Net gain or (loss)			-67.			-67.
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
	Miscellaneous Revenue			Business Code			
	11 a						
b							
c							
d All other revenue							
e Total. Add lines 11a-11d							
12 Total revenue. See instructions				805,147.	0.	0.	156.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	326,424.	326,424.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	94,000.	84,600.	4,700.	4,700.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	59,877.	27,759.	16,675.	15,443.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	11,252.	9,731.	530.	991.
10 Payroll taxes	12,306.	8,895.	1,677.	1,734.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	13,368.	844.	12,524.	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other	3,039.	2,560.	104.	375.
12 Advertising and promotion				
13 Office expenses	2,617.	267.	816.	1,534.
14 Information technology				
15 Royalties				
16 Occupancy	12,202.	9,423.	2,532.	247.
17 Travel	5,928.	1,567.	4,138.	223.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	30,383.	9,603.	20,749.	31.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	5,171.	289.	4,870.	12.
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a SUPPLIES	17,555.	12,418.	4,505.	632.
b RECRUITMENT AND OUTREACH	17,412.	3,278.	68.	14,066.
c DUES, FEES, AND SUBSCRIPTIONS	9,050.	1,554.	7,279.	217.
d UTILITIES	1,977.	1,378.	566.	33.
e SMALL EQUIPMENT PURCHASES	1,028.	831.	175.	22.
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	623,589.	501,421.	81,908.	40,260.
26 Joint costs. Check here ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	1,099,525.	2	1,214,287.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	6,273.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	5,737.	9	5,292.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 2,448.		
	b Less: accumulated depreciation	10b	10c 0.	2,448.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,105,262.	16	1,228,300.	
Liabilities	17 Accounts payable and accrued expenses		17	11,427.
	18 Grants payable	292,900.	18	220,000.
	19 Deferred revenue		19	3,100.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	8,367.	25	8,216.
	26 Total liabilities. Add lines 17 through 25	301,267.	26	242,743.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	803,995.	27	954,651.
	28 Temporarily restricted net assets		28	30,906.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	803,995.	33	985,557.
	34 Total liabilities and net assets/fund balances	1,105,262.	34	1,228,300.

Form 990 (2009)

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both:

☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b		X
2c		
3a		X
3b		

Form 990 (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

SILICON VALLEY SOCIAL VENTURE FUND

Employer identification number

51-0644783

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")				1549116.	946,698.	2495814.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3				1549116.	946,698.	2495814.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						120,522.
6 Public support. Subtract line 5 from line 4						2375292.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4				1549116.	946,698.	2495814.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources				11,055.	2,763.	13,818.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						2509632.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☒						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ☐		
b 33 1/3% support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ☐		
17a 10% -facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ☐		
b 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ☐		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ☐		

Schedule A (Form 990 or 990-EZ) 2009

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11, and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ▶ ☐

b 33 1/3% support tests - 2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ▶ ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

SILICON VALLEY SOCIAL VENTURE FUND

Employer identification number

51-0644783

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		☐ Yes ☐ No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g., recreation or pleasure)	☐ Preservation of an historically important land area
☐ Protection of natural habitat	☐ Preservation of a certified historic structure
☐ Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

4 Number of states where property subject to conservation easement is located ►

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1	► \$
(ii) Assets included in Form 990, Part X	► \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:

a Revenues included in Form 990, Part VIII, line 1	► \$
b Assets included in Form 990, Part X	► \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations
 d ☐ Loan or exchange programs
 e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

- c Beginning balance
 d Additions during the year
 e Distributions during the year
 f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment ► _____ %
 b Permanent endowment ► _____ %
 c Term endowment ► _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
 (ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		2,448.		2,448.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				2,448.

Schedule D (Form 990) 2009

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
Federal income taxes	
ACCRUED PAYROLL LIABILITIES	8,216.
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	
	8,216.

2. FIN 48 Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48.

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4, Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection *

Name of the organization

SILICON VALLEY SOCIAL VENTURE FUND

Employer identification number
51-0644783

Part I General information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed. ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
LIVING GOODS 220 HALLECK STREET, SUITE 210 SAN FRANCISCO, CA 94129	20-5010527	501(C)(3)	100,000.	0.			TO PROMOTE HEALTH AWARENESS, TO REDUCE NEEDLESS DEATH AND ILLNESS, AND TO CREATE TO PROVIDE A TRANSFORMATIVE, COMPREHENSIVE AFTER-SCHOOL EXPERIENCE
EAST PALO ALTO TENNIS AND TUTORING P.O. BOX 60597 PALO ALTO, CA 94306	26-3316879	501(C)(3)	45,000.	0.			TO PROMOTE ACADEMIC AND PERSONAL SUCCESS FOR MOTIVATED MIDDLE SCHOOL STUDENTS FROM
PENINSULA BRIDGE PROGRAM P.O. BOX 963 MENLO PARK, CA 94026	94-3226017	501(C)(3)	45,000.	0.			FAMILY HOUSE IS A HOME AWAY FROM HOME, WHERE FAMILIES AND EXTENDED FAMILIES CAN STAY
FAMILY HOUSE, INC. 50 IRVING STREET SAN FRANCISCO, CA 94122	94-2722663	501(C)(3)	5,500.	0.			LEAD POWERFUL COLLABORATIONS THAT PRODUCE LASTING, WIN-WIN SOLUTIONS TO CRITICAL INCREASE EDUCATIONAL OPPORTUNITY FOR MOTIVATED MIDDLE SCHOOL STUDENTS AND ENCOURAGES TALENTED
SUSTAINABLE CONSERVATION 98 BATTERY STREET, SUITE 302 SAN FRANCISCO, CA 94111	94-3232437	501(C)(3)	45,674.	0.			
THE BREAKTHROUGH COLLABORATIVE INC 545 SANSOME STREET, SUITE 700 SAN FRANCISCO, CA 94111	94-3140620	501(C)(3)	45,000.	0.			

2 Enter total number of section 501(c)(3) and government organizations

▶ 12. ▶

3 Enter total number of other organizations

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

Schedule I (Form 990) 2009

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

THE ORGANIZATION REQUIRES ANNUAL GRANT REPORTS FROM ALL GRANTEES

THROUGH THE FINAL YEAR AFTER THEY RECEIVE A GRANT FROM THE

ORGANIZATION. FURTHER, WE ASSIGN A "LIAISON," WHO TOGETHER WITH THE

EXECUTIVE DIRECTOR, MEETS WITH GRANTEES MULTIPLE TIMES A YEAR TO ENSURE

THAT THE FUNDED PROJECT(S) ARE ON TRACK. THE INVESTMENT REVIEW

COMMITTEE OF THE BOARD ALSO REVIEWS THE GRANT REPORT AND AGREEMENT EACH

YEAR BEFORE FUNDING IS CONTINUED TO ENSURE THAT GRANTS ARE BEING USED

FOR PROPER PURPOSES.

Employer identification number
51-0644783

44 For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Part IV Supplemental Information

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: LIVING GOODS

(H) PURPOSE OF GRANT OR ASSISTANCE: TO PROMOTE HEALTH AWARENESS, TO REDUCE NEEDLESS DEATH AND ILLNESS, AND TO CREATE SUSTAINABLE LIVELIHOODS FOR THE POOR.

NAME OF ORGANIZATION OR GOVERNMENT: EAST PALO ALTO TENNIS AND TUTORING

(H) PURPOSE OF GRANT OR ASSISTANCE: TO PROVIDE A TRANSFORMATIVE, COMPREHENSIVE AFTER-SCHOOL EXPERIENCE FOR OUR STUDENTS (K THROUGH 12) TO INSURE THAT THEY GRADUATE FROM HIGH SCHOOL WITH THE ACADEMIC, PHYSICAL AND PERSONAL QUALITIES NECESSARY FOR FUTURE SUCCESS.

NAME OF ORGANIZATION OR GOVERNMENT: PENINSULA BRIDGE PROGRAM

(H) PURPOSE OF GRANT OR ASSISTANCE: TO PROMOTE ACADEMIC AND PERSONAL SUCCESS FOR MOTIVATED MIDDLE SCHOOL STUDENTS FROM UNDER-RESOURCED COMMUNITIES.

NAME OF ORGANIZATION OR GOVERNMENT: FAMILY HOUSE, INC.

(H) PURPOSE OF GRANT OR ASSISTANCE: FAMILY HOUSE IS A HOME AWAY FROM HOME, WHERE FAMILIES AND EXTENDED FAMILIES CAN STAY FOR DAYS AND EVEN WEEKS, FREE OF CHARGE, WHILE THEIR CHILDREN RECEIVE CARE FROM THE INTERNATIONALLY ACCLAIMED PEDIATRIC UCSF MEDICAL CENTER.

NAME OF ORGANIZATION OR GOVERNMENT: SUSTAINABLE CONSERVATION

(H) PURPOSE OF GRANT OR ASSISTANCE: LEAD POWERFUL COLLABORATIONS THAT PRODUCE LASTING, WIN-WIN SOLUTIONS TO CRITICAL ENVIRONMENTAL PROBLEMS. BY PROMOTING EFFECTIVE BUSINESS AND AGRICULTURAL PRACTICES THROUGHOUT CALIFORNIA, SUSTAINABLE CONSERVATION AND ITS PARTNERS CAN SHIFT ENTIRE

Part IV Supplemental Information

INDUSTRIES TOWARD ENVIRONMENTAL STEWARDSHIP.

NAME OF ORGANIZATION OR GOVERNMENT: THE BREAKTHROUGH COLLABORATIVE INC

(H) PURPOSE OF GRANT OR ASSISTANCE: INCREASE EDUCATIONAL OPPORTUNITY FOR
MOTIVATED MIDDLE SCHOOL STUDENTS AND ENCOURAGES TALENTED HIGH SCHOOL AND
COLLEGE STUDENTS TO PURSUE CAREERS IN EDUCATION. BREAKTHROUGH
COLLABORATIVE ESTABLISHES AND PROMOTES HIGH STANDARDS, ENSURES THE
SUCCESS OF ALL PROGRAMS AND ACTS AS THE NATIONAL VOICE OF THE
COLLABORATIVE.

NAME OF ORGANIZATION OR GOVERNMENT: COLLEGE TRACK

(H) PURPOSE OF GRANT OR ASSISTANCE: TO HELP STUDENTS WHO HAVE THE DESIRE
BUT LACK THE RESOURCES AND SUPPORT TO ATTAIN HIGHER EDUCATION AND FULFILL
THEIR OWN BEST PROMISE.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

SILICON VALLEY SOCIAL VENTURE FUND

Employer identification number
51-0644783

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

DONORS (CALLED "PARTNERS") AND THE ORGANIZATIONAL CAPACITY OF OUR
GRANTEES. SV2 DOES THIS THROUGH ENGAGED GRANTMAKING IN A NUMBER OF
ISSUE AREAS (WITH FUNDS CONTRIBUTED BY OUR DONOR-PARTNERS),
CONTRIBUTION OF TIME AND EXPERTISE BY DONOR-PARTNERS TO GRANTEES IN
ADDITION TO FUNDS, AND RIGOROUS ASSESSMENT AND ACCOUNTABILITY OF SOCIAL
CHANGE METRICS AND OUTCOMES.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

DONOR-PARTNERS), CONTRIBUTION OF TIME AND EXPERTISE BY DONOR-PARTNERS
TO GRANTEES IN ADDITION TO FUNDS, AND RIGOROUS ASSESSMENT AND
ACCOUNTABILITY OF SOCIAL CHANGE METRICS AND OUTCOMES.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

EXPERTISE TO SUPPORT CAPACITY-BUILDING. AREAS OF VOLUNTEER CONSULTING
WORK INCLUDE MISSION/VISION/STRATEGIC PLANNING, PROGRAM DEVELOPMENT,
HR, STAFF LEADERSHIP DEVELOPMENT, IT, FINANCIAL MANAGEMENT, FUND
DEVELOPMENT, BOARD LEADERSHIP, LEGAL, AND MARKETING/COMMUNICATIONS.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

NO EXPENDITURES IN 2009-2010

FORM 990, PART VI, SECTION B, LINE 11: THE FULL BOARD REVIEWS AND
DISCUSSES THE 990 AT THE BOARD MEETING. CHANGES ARE REVIEWED BY THE
EXECUTIVE DIRECTOR AND BOARD CHAIRMAN TO APPROVE FOR FILING.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

SILICON VALLEY SOCIAL VENTURE FUND

Employer identification number
51-0644783

FORM 990, PART VI, SECTION B, LINE 12C: THE ENFORCEMENT OF THE CONFLICT OF
INTEREST POLICY IS THAT THE BOARD REVIEWS, FILLS OUT AND SIGNS THE POLICY
AND FORM ANNUALLY. STAFF THEN MONITOR THROUGHOUT THE YEAR.

FORM 990, PART VI, SECTION B, LINE 15A: NO DIRECTORS ARE COMPENSATED. THE
EXECUTIVE DIRECTOR'S SALARY IS SET BY THE EXECUTIVE COMMITTEE OF THE BOARD
(WHICH ALSO SERVES IN THE ROLE OF COMPENSATION COMMITTEE). IN 2008, THE
EXECUTIVE COMMITTEE BENCHMARKED AGAINST SALARY DATA FROM THE NORTHERN
CALIFORNIA GRANTMAKERS ASSOCIATION. THEY WILL USE THIS AND ADDITIONAL DATA
FOR BENCHMARKS IN 2009-2010.

FORM 990, PART VI, SECTION C, LINE 19: THESE DOCUMENTS ARE AVAILABLE UPON
REQUEST.

**BYLAWS
OF THE
SILICON VALLEY SOCIAL VENTURE FUND**

BYLAWS
OF THE
SILICON VALLEY SOCIAL VENTURE FUND

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I NAME.....	1
ARTICLE II OFFICES.....	1
Section 1. Principal Office.....	1
Section 2. Other Offices.....	1
ARTICLE III OBJECTIVES.....	1
ARTICLE IV NONPARTISAN ACTIVITIES.....	1
ARTICLE V DEDICATION OF ASSETS.....	2
ARTICLE VI MEMBERSHIP.....	2
ARTICLE VII DIRECTORS.....	2
Section 1. Powers.....	2
Section 2. Number and Qualification of Directors.....	3
Section 3. Limitations on Interested Persons.....	4
Section 4. Election and Term of Office of Directors.....	4
Section 5. Vacancy.....	4
Section 6. Place of Meeting; Meetings by Telephone.....	5
Section 7. Annual Meeting.....	5
Section 8. Other Regular Meetings.....	5
Section 9. Special Meetings.....	5
Section 10. Quorum.....	6
Section 11. Waiver of Notice.....	6
Section 12. Adjournment.....	7
Section 13. Notice of Adjournment.....	7
Section 14. Conduct of Meetings.....	7
Section 15. Action Without Meeting.....	7
Section 16. Telephone and Electronic Meetings.....	7
Section 17. Standard of Care.....	8
Section 18. Fees and Compensation.....	8
Section 19. Honorary Directors.....	9
Section 20. Executive Compensation Review.....	9

TABLE OF CONTENTS
(continued)

	<u>Page</u>
ARTICLE VIII COMMITTEES	9
Section 1. Committees of the Board.	9
Section 2. Meetings and Action of Committees.	9
Section 3. Term of Office.	10
Section 4. Vacancies.	10
Section 5. Quorum.	10
Section 6. Rules.	10
Section 7. Limitations.	10
Section 8. Advisory Committees.	11
Section 9. Audit Committee.	11
ARTICLE IX OFFICERS	12
Section 1. Officers.	12
Section 2. Election and Term of Office.	12
Section 3. Subordinate Officers.	12
Section 4. Removal and Resignation.	12
Section 5. Vacancies.	13
Section 6. Chair of the Board.	13
Section 7. Vice Chair of the Board.	13
Section 8. Treasurer.	13
Section 9. Secretary.	13
Section 10. Assistant Treasurers and Assistant Secretaries.	14
Section 11. Executive Director.	14
Section 12. Chair Emeritus.	14
ARTICLE X CERTAIN TRANSACTIONS	14
Section 1. Loans.	14
Section 2. Self-Dealing Transactions.	15
Section 3. Approval.	15
ARTICLE XI INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS	15
Section 1. Right of Indemnity.	15
Section 2. Approval of Indemnity.	15
Section 3. Advancing Expenses.	16
Section 4. Contractual Rights of Nondirectors and Nonofficers.	16
Section 5. Insurance.	16
Section 6. Fiduciaries of Corporate Employee Benefit Plan.	16

TABLE OF CONTENTS
(continued)

	<u>Page</u>
ARTICLE XII GRANTS ADMINISTRATION	17
Section 1. Purpose of Grants.....	17
Section 2. Exclusive Power in the Board of Directors.....	17
Section 3. Refusal; Withdrawal.	17
Section 4. Accounting Required.	17
Section 5. Restrictions on Contributions.	17
ARTICLE XIII RECORDS AND REPORTS	17
Section 1. Maintenance of Articles and Bylaws.....	17
Section 2. Maintenance of Corporate Records.	18
Section 3. Inspection by Directors.	18
Section 4. Annual Report.....	18
Section 5. Required Financial Audits.	19
ARTICLE XIV CONTRACTS, CHECKS AND GIFTS	19
Section 1. Contracts.	19
Section 2. Checks, Drafts, Etc.	19
Section 3. Deposits.....	19
Section 4. Gifts.....	20
ARTICLE XV FISCAL YEAR	20
ARTICLE XVI CONSTRUCTION AND DEFINITION	20
ARTICLE XVII AMENDMENTS	20
Section 1. Amendments to These Bylaws.....	20
Section 2. Amendments to the Articles of Incorporation.	20
ARTICLE XVIII MISCELLANEOUS PROVISIONS	20
Section 1. Representation of Shares of Other Corporations.	20
Section 2. Inspection of Bylaws.....	21
Section 3. Governing Law.	21

BYLAWS
OF THE
SILICON VALLEY SOCIAL VENTURE FUND

ARTICLE I
NAME

The name of the corporation shall be the **Silicon Valley Social Venture Fund**.

ARTICLE II
OFFICES

Section 1. **Principal Office.**

The principal office for the transaction of business of the corporation is 2440 West El Camino Real, Suite 300, Mountain View, CA 94040. The Board of Directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.

Section 2. **Other Offices.**

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III
OBJECTIVES

The objectives of the corporation shall be as stated in the Articles of Incorporation. Specifically, the objectives shall include charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

ARTICLE IV
NONPARTISAN ACTIVITIES

The corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), and the corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V **DEDICATION OF ASSETS**

The properties and assets of the Silicon Valley Social Venture Fund are irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code. No part of the net income or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of the corporation. This provision shall not prevent payment to such persons of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by law or these Bylaws. On liquidation or dissolution of the corporation, all properties and assets and obligations shall be distributed and paid over to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI **MEMBERSHIP**

The corporation shall have no voting members but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

ARTICLE VII **DIRECTORS**

Section 1. Powers.

(a) General corporate powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the Board of Directors shall have power to:

- (i) Adopt and amend the annual budget.
- (ii) Cause an audit to be made at the end of each fiscal year.

(iii) Select and remove all officers, agents and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these bylaws; and fix their compensation.

(iv) Appoint or remove such committees as the Board of Directors deems necessary.

(v) Establish policies and procedures for the corporation and its activities.

(vi) Solicit, accept, and acknowledge donations, gifts, grants, contributions, or bequests of cash and non-cash assets.

(vii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.

(viii) Adopt, make and use a corporate seal and alter the form of the seal.

(ix) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt.

(x) Sell, use, convert, invest, and/or disburse any asset of the corporation for the purposes set forth in the Articles of Incorporation.

(c) Duties. It shall be the duty of the directors to:

(i) Perform and all responsibilities imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws, including but not limited to the powers enumerated above in (a) and (b) of this Section.

(ii) Meet at such times and places as required by these Bylaws.

(iii) Register their addresses with the Secretary of the corporation, and notices of meetings sent to them at such addresses shall be valid notices thereof.

Section 2. Number and Qualification of Directors.

The authorized number of directors shall be not less than five (5) no more than twenty-one (21) until changed by an amendment to these bylaws, with the initial number of directors being five (5). The directors need not be residents of the State of California.

Section 3. Limitations on Interested Persons.

At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

(i) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or

(ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4. Election and Term of Office of Directors.

Each director shall be elected for a term of three years until a successor has been elected. Directors may be re-elected to successive terms, provided that after serving two full consecutive terms or six years, whichever is less, a director shall not be eligible for re-election until he or she has been off the Board for one year.

Notwithstanding the foregoing, the term of any person elected as Chair of the Board of the corporation shall not expire until the expiration of that person's term of office as Chair of the Board of the corporation, and the term of any person serving as an officer of the corporation, as defined in Article IX of these Bylaws, shall not expire until the expiration of that person's term as such officer.

(a) Staggered Terms. One-third of the total authorized number of directors shall be elected in each year. If the total authorized number of directors at any time shall not be evenly divisible by three so that a different number of directors must be elected in certain years, the Board of Directors shall make its best effort to equalize the numbers of director terms expiring in each year.

(b) Term Endings. The term of office of each director shall end on June 30 of the applicable year.

Section 5. Vacancy.

(a) Events causing vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:

(i) The death, resignation or removal of any director.

(ii) The declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law.

(iii) The increase of the authorized number of directors.

(iv) The failure of the Board of Directors at any meeting of the Board of Directors at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

(b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairman of the board, the president, the secretary or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) Filling vacancies. Vacancies on the Board of Directors may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

(d) No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 6. Place of Meeting; Meetings by Telephone.

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the board or in the notice of the meeting. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 6, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Section 7. Annual Meeting.

At such time and place fixed by the Board of Directors, the Board of Directors shall hold a regular annual meeting for the purpose of organization, election of officers and the transaction of other business. Notice of this meeting shall not be required.

Section 8. Other Regular Meetings.

Other regular meetings of the Board of Directors shall be held at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice.

Section 9. Special Meetings.

(a) Authority to call. Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board or the Vice Char, Treasurer, or the Secretary, or any two (2) directors if there is more than one (1) director.

(b) Notice.

(i) Manner of giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage prepaid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; (d) by telegram, charges prepaid; (e) by telecopy (FAX); or (f) by electronic mail. All such notices shall be given or sent to the director's address, telephone number, or email address as shown on the records of the corporation.

(ii) Time requirements. Notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, telecopy (FAX) or electronic mail shall be delivered, telephoned or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

(iii) Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting if it is to be held at the principal executive office of the corporation.

Section 10. Quorum.

A majority of the total number of directors then in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 12 of this Article VII. Every action taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Public Benefit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) creation of and appointment to committees of the board of directors and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 11. Waiver of Notice.

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 12. Adjournment.

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 13. Notice of Adjournment.

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment.

Section 14. Conduct of Meetings.

Meetings of the Board of Directors shall be presided over by the Chair of the Board or, in his or her absence, by the Vice Chair of the Board, or in the absence of each of these persons, by a Chair chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the board, provided that in his or her absence, the Chair shall appoint another person to act as Secretary of the meeting.

Section 15. Action Without Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the board, individually or collectively, consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 16. Telephone and Electronic Meetings.

Directors may participate in any meeting through use of conference telephone, electronic video screen communication, or other communications equipment so long as all of the following apply:

(a) each director participating in the meeting can communicate with all of the other directors concurrently;

(b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and

(c) this corporation verifies that (i) a person communicating by telephone, electronic video screen, or other communications equipment is entitled to participate in the Board meeting as a director, or by invitation of the Board or otherwise, and (ii) all motions, votes, or other actions required to be

made by a director were actually made by a director and not by someone who is not entitled to participate as a director.

Section 17. Standard of Care.

(a) General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article XI below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

(b) Investments. Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 18. Fees and Compensation.

Directors as such shall not receive any compensation for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at regular or special

meetings of the Board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 19. Honorary Directors.

The Board of Directors may elect Honorary Directors, without limit as to number or period of service, except that Honorary Directors shall be subject to removal by the same vote as other directors. Honorary Directors shall not be members of the board and shall have no voting rights, but except when the Board of Directors is in executive session, shall have the same rights as other directors to attend and speak at meetings of the Board. Unless the context otherwise requires, the term "directors" in these bylaws does not include Honorary Directors.

Section 20. Executive Compensation Review.

The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits of the Executive Director, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

ARTICLE VIII
COMMITTEES

Section 1. Committees of the Board.

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee.

Section 2. Meetings and Action of Committees.

Meetings and actions of committees of the Board of Directors shall be governed by, held and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee, provided they are consistent with these bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules.

Section 3. Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the manner as provided in the case of the original appointments.

Section 5. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 7. Limitations.

No committee may:

- (a) set the number of directors within a range specified in these bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill any vacancies on the Board of Directors or on any committee;
- (d) fix compensation of the directors for serving on the Board or on any committee;
- (e) amend or repeal bylaws or adopt new bylaws;
- (f) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (g) adopt amendments to the Articles of Incorporation of this corporation;
- (h) appoint any committees of the Board of Directors or the members thereof;
- (i) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;

(j) approve any transaction (1) to which the corporation is a party and one or more directors have a material financial interest; or (2) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest; and

(k) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 8. Advisory Committees.

The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

Section 9. Audit Committee.

For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations: (a) a majority of the members of the Audit Committee may not consist of members of the Finance Committee, if any; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff, or the Executive Director or Treasurer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

If the Audit Committee is composed and appointed as required by Section 1 above (concerning Board Committees), it shall be deemed a Board Committee on which the other directors are entitled to rely as provide in Article VII, Section 16 of these Bylaws; otherwise, the Board of Directors shall remain responsible for oversight and supervision of the Audit Committee as an Advisory Committee.

The Audit Committee shall: (1) recommend to the Board of Directors the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

ARTICLE IX

OFFICERS

Section 1. Officers.

The officers of the corporation shall be a Chair of the Board, a Vice Chair of the Board, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article IX. Except insofar as their duties may conflict, any two or more offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Executive Director or Chair of the Board.

Section 2. Election and Term of Office.

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article IX, shall be chosen annually by the Board of Directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified, subject to the rights, if any, of an officer under any contract of employment. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until that officer's successor shall have been duly elected and shall have qualified.

Section 3. Subordinate Officers.

The Board of Directors may appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, each such officer to have the authority and perform the duties prescribed from time to time by the Board of Directors and to hold office until he or she shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Removal and Resignation.

Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the Board, or, except in the case of an officer chosen by the Board of Directors, by an officer upon whom such power of removal may be conferred by the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Any officer may resign at any time by giving written notice to the Board of Directors or to the Executive Director or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 5. Vacancies.

A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Chair of the Board.

The Chair of the Board shall preside at all meetings of the Board of Directors and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 7. Vice Chair of the Board.

The Vice Chair shall, in the absence of the Chair, carry out the duties of the Chair and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 8. Treasurer.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws or by the Board of Directors. The books of account shall be open to inspection by any director at all reasonable times.

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board of Directors may designate, shall disburse the corporation's funds as the Board of Directors may order, shall render to the Executive Director, Chair of the Board and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation and shall have such other powers and perform such other duties as the Board of Directors or these bylaws may prescribe.

If required by the Board of Directors, the Treasurer shall give the corporation a bond, in the amount and with the surety or sureties specified by the Board, for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement or removal from office.

Section 9. Secretary.

The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, be custodian of the corporate records and of the seal of the corporation, if adopted, see that the seal of the corporation, if adopted, is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws, and in general perform all duties incident

to the office of Secretary and such other duties as pertain to the office or as prescribed from time to time by the Board of Directors.

Section 10. Assistant Treasurers and Assistant Secretaries.

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties, in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Executive Director or the Board of Directors.

Section 11. Executive Director.

The Executive Director shall be the chief executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The Executive Director may sign, with the Treasurer or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be specially designated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed from time to time by the Board of Directors.

Section 12. Chair Emeritus.

Upon resignation as Chairperson, Laura Arrillaga shall serve in the position of Chair Emeritus of the corporation. Laura Arrillaga shall be a voting member of the Board and shall serve for life or until she resigns or becomes incapacitated. Incapacity for purpose of these bylaws shall be deemed to exist when it has been declared by a court of competent jurisdiction, or when a conservator for Laura Arrillaga has been appointed, or a certificate by a physician licensed to practice in the State of California or wherever Laura Arrillaga may then reside, which states the doctor's opinion that incapacity exists by reason of infirmity, mental or physical illness, or other disability. The effective date of such incapacity shall be the date of the decree adjudicating the incapacity, the date of the decree appointing the conservator or the date of the doctor's certificate of opinion.

ARTICLE X

CERTAIN TRANSACTIONS

Section 1. Loans.

Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions.

Except as provided in Section 3 below, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

Section 3. Approval.

This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

ARTICLE XI
INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES AND OTHER AGENTS

Section 1. Right of Indemnity.

To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

Section 2. Approval of Indemnity.

On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly

authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses.

The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances; and
- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Contractual Rights of Nondirectors and Nonofficers.

Nothing contained in this Article XI shall affect any right to indemnification to which persons other than directors and officers of the corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 5. Insurance.

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against that liability under the provisions of this Article XI; provided, however, that the corporation shall not have the power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Corporations Code.

Section 6. Fiduciaries of Corporate Employee Benefit Plan.

This Article XI does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 1a of this Article X. Nothing contained in this Article XI shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE XII

GRANTS ADMINISTRATION

Section 1. Purpose of Grants.

This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

Section 2. Exclusive Power in the Board of Directors.

The Board of Directors shall have exclusive control over grants, contributions, and other financial assistance given by this corporation. The Board shall review all requests for funds and shall require that such requests specify the use to which the funds will be put. If the Board approves a request for funds, the Board shall authorize payment of such funds to the approved grantee.

Section 3. Refusal; Withdrawal.

The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation, subject to any rights of third parties under any contract relating to such grant.

Section 4. Accounting Required.

The Board of Directors may require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

Section 5. Restrictions on Contributions.

This corporation shall retain complete control and discretion over the use of all contributions it receives. Contributions received by the corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation.

ARTICLE XIII

RECORDS AND REPORTS

Section 1. Maintenance of Articles and Bylaws.

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in such state, the original or a copy of the Articles of Incorporation and bylaws as amended to date.

Section 2. Maintenance of Corporate Records.

The accounting books, records and minutes of proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

Section 3. Inspection by Directors.

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 4. Annual Report.

An annual report shall be sent to the directors within one hundred twenty (120) days of the close of the corporation's fiscal year, containing the following information in reasonable detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(e) Any transaction during the previous fiscal year involving more than \$50,000 between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this corporation or its parent or subsidiaries, if any, or any of a number of such transactions in which the same person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000, as well as the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of this corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

Section 5. Required Financial Audits.

This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

ARTICLE XIV
CONTRACTS, CHECKS AND GIFTS

Section 1. Contracts.

The Board of Directors, except as otherwise provided in these bylaws, may authorize any officer or officers, or any agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors or these bylaws, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Executive Director or a Vice Chair of the corporation.

Section 3. Deposits.

All funds of the corporation shall be deposited from time-to-time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the corporation.

ARTICLE XV
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XVI
CONSTRUCTION AND DEFINITION

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XVII
AMENDMENTS

Section 1. Amendments to These Bylaws.

Bylaws may be adopted, amended or repealed by a majority vote of the Board of Directors provided such changes are not in conflict with the Articles of Incorporation or with the California Nonprofit Public Benefit Corporation Law.

Section 2. Amendments to the Articles of Incorporation.

The Articles of Incorporation of this corporation may be amended by majority vote of the Board of Directors, subject to the provisions of the California Nonprofit Public Benefit Corporation Law.

ARTICLE XVIII
MISCELLANEOUS PROVISIONS

Section 1. Representation of Shares of Other Corporations.

The Executive Director, or such other officers as the Board of Directors may select for that purpose, are authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all voting securities of any other corporations standing in the name of the corporation. The authority herein granted to said officers to vote or represent on behalf of the corporation any and all voting securities held by the corporation in any other corporations may be exercised either by such

officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officer.

Section 2. Inspection of Bylaws.

These Bylaws, as amended or otherwise altered to date, certified by the secretary shall be open to inspection by the directors at all reasonable times during office hours.

Section 3. Governing Law.

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF ADOPTION OF BYLAWS
OF THE
SILICON VALLEY SOCIAL VENTURE FUND

Certificate by Secretary of Bylaws

The undersigned hereby certifies that he is the duly elected, qualified and acting Secretary of the **SILICON VALLEY SOCIAL VENTURE FUND** and that the foregoing bylaws, comprising twenty-one (21) pages, are the true and correct bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned has hereunto signed this certificate this ____ day of _____, 2010.

Mark Parnes, Secretary