

## VCA BOOSTER CLUB

### COMPENSATION POLICY

The compensation policy of the VCA Booster Club (the “Corporation”) is designed to: (i) support the Corporation’s mission, strategy and values; (ii) ensure compliance with the provisions of the I.R.S. Code applicable to Section 501(c)(3) organizations relating to compensation; and (iii) maintain public confidence in the integrity of the Corporation due to the rigor and thoroughness of its deliberations.

#### Director Compensation

The Corporation does not compensate its directors for serving in such capacity, but may from time to time pay compensation for additional services rendered to the Corporation. Any compensation paid to directors for services provided to the Corporation in addition to the services they provide as directors shall be separately determined subject to the Corporation’s Conflict of Interest Policy.

#### Executive and Staff Compensation

The Corporation does not employ persons to run its operations. Should the Corporation ever determine to hire staff, it will strive to pay only reasonable amounts of compensation set under the following guidelines and if it hires employees, it will follow the guidelines set forth in this Policy. The objectives of the Corporation’s executive and staff compensation policies will be to attract, retain, motivate and reward executive officers who contribute to the Corporation’s success in fulfilling its mission. Accordingly, the Corporation will consider the following in setting executive and staff compensation:

- The Corporation will compensate executives and staff for performance, skills and competencies, development and growth, and effective visible commitment to the Corporation.
- The Corporation’s executive compensation system may include a mixture of base salary, performance bonus, and retirement benefits as well as medical, dental and other insurance benefits. The Corporation shall not make loans to directors, executives, or staff.
- The Corporation’s compensation system will include performance reviews and adjustments to base salary and benefits based on changes in the marketplace (subject to the Corporation’s financial constraints). Adjustments to individual base pay will be based on job performance including growth in mastering job competencies. All adjustments to pay will be consistent with practice in the non-profit marketplace. Any bonus payments will be based on performance review and the current financial position of the Corporation.

- The Corporation's compensation system will be linked to a structured performance management system, with identifiable individual growth and development as well as professional achievement goals. The goals will be accompanied by identification of effective benchmarks for measuring success.
- The Corporation's compensation system should be market competitive. Generally, the Corporation will base compensation as close as possible to the appropriate external marketplace.
- In setting executive and staff compensation, the Corporation may periodically retain the services of a professional compensation consultant to assess the reasonableness of the compensation that will be paid to the Corporation's executives in light of their duties, qualifications, performance and time commitment and the reasonableness of the ranges of compensation that will be paid to the staff.

CERTIFICATE OF ADOPTION

The foregoing Compensation Policy was duly adopted by the Board of Directors of the VCA Booster Club dated July 28, 2011.

VCA BOOSTER CLUB,  
a Nevada non-profit corporation

By:   
Lise Brown, Secretary