

By-Laws ***District Three Foundation***

Article I: Principal Office

- A. **Principal Office** – The principal office of the District Three Foundation (the Foundation), a non-profit association, shall be in the State of North Carolina.

- B. **Other Offices** – The Foundation may have such other office or offices at such suitable place or places within or without the State of North Carolina, as may be designated from time to time by the Board of Trustees of the Foundation.

Article II: Purposes

- A. **The mission** of the District Three Foundation is to responsibly invest, manage and distribute funds to further community service programs and projects with other charitable, educational, literary, and scientific purposes of District Three, Altrusa International, Inc. and its Altrusa Clubs

- B. **The strategic goals** of the Foundation are as follows:
 - 1. To educate Altrusans and others as to the purpose of the Foundation and the benefits of participation both as a donor and as a club;
 - 2. To responsibly and effectively manage the Foundation;
 - 3. To encourage Altrusa Clubs, individual Altrusans, and the community at large as donors to the Foundation's restricted and unrestricted funds;
 - 4. To provide Altrusa Clubs tax deductible status for donations; and
 - 5. To market the Foundation and seek funds.

Article III: Board of Trustees

- A. **General Authority.** There shall be a Foundation Board of Trustees that shall manage, supervise, and control the business, property, and affairs of the Foundation. The Board of Trustees shall be vested with the powers possessed by the Foundation and prosecute its purposes, as reflected in Article II, insofar as such delegation of authority is not inconsistent with or repugnant to the Bylaws of the Foundation (in their present form as they may be amended) or any applicable law. The Foundation's financial records shall be audited annually or at the discretion of the Board.

- B. **Membership.** The Board of Trustees of the District Three Foundation shall be comprised of six elected Trustees who are members of District Three, Altrusa International, Inc., and are elected by the membership present at the District Three Conference and one non-elected Trustee who shall be the Governor-Elect of the District Three Association. No person may be elected as a Trustee unless she has been a member of Altrusa International, Inc., for a minimum of two (2) years prior to nomination for election. Such vacancies as occur because of resignation, death, incapacity, or the like shall be filled by the act of the Foundation Board of Trustees.

- C. **Term of Office.** Trustees are elected for a 2-year term and may serve for three consecutive terms.

- D. **Resignation.** Any Trustee may resign at any time by giving written notice to the Chairman. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chairman of the Board of Trustees.

- E. **Removal.** Any Trustee may be removed from office by a two-thirds vote of the Trustees at any regular or special meeting of the Board of Trustees at which a quorum is present for:
1. Violation of these Bylaws; or
 2. Engaging in any other conduct prejudicial to the best interests of the Foundation.

Removal may occur only if the Trustee involved is first provided:

1. With adequate notice of the charges in the form of a written statement of charges and of the time and place of the meeting of the Board of Trustees that has been scheduled for the purpose of hearing or considering action, sent by certified or registered mail to the last known address of the Trustee, or by delivery in person to the personal residence or place of business of such director;
2. An opportunity to appear before the Board of Trustees or to forward a written statement thereto in presentation of any defense of charges, no sooner than thirty (30) days after the sending of notice and
3. A written explanation as to why the Trustee is being removed from office. The Board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of the Foundation.

F. **Vacancies** The Board of Trustees shall fill vacancies for the unexpired term of a Trustee.

G. **Meetings** Meetings of the Trustees of the Foundation shall be held each year immediately preceding the Altrusa District Three Conference at the conference site, at such time, day and place as shall be designated by the Foundation Board of Trustees, for the purpose of transacting business as may come before the Board. The Board of Trustees may, by resolution, provide for the holding of additional regular meetings.

H. **Special Meetings.** Special meetings of the Board of Trustees of the Foundation may be called at the direction of the Chair or by the majority of the voting Trustees. The special meeting shall be held at the time, day, and place as shall be designated in the notice of the meeting. Special meetings may be held in person or by electronic means deemed appropriate by the Board of Trustees.

I. **Notice.** Notice of the time, day, and place of any meeting of the Board of Trustees of the Foundation shall be given at least five (5) days previous thereto by notice sent by mail or electronic mail to each Trustee at the address shown in the Foundation's records. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any Trustee may waive notice of any meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

J. **Quorum.** Fifty-one percent of the Trustees of the Foundation shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, except if less than the number of Trustees is present at the meeting, the majority of Trustees present may adjourn the meeting from time to time without further notice.

K. **Manner of Acting.** The act of the majority of Trustees at a meeting of the Board of Trustees of the Foundation shall be the act of the Board of Trustees. In the absence of a quorum, an action taken shall be a recommendation only. The action may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements of the Board of Trustees.

- L. **Compensation.** Trustees of the Foundation shall not receive any compensation for their services as members of the Board of Trustees, but the Board of Trustees may authorize payment of expenses of Trustees to attend regular or special meetings of the Board.

Article IV: Officers (Job descriptions are available to detail responsibilities)

- A. **Officers.**
The Board of Trustees of the District Three Foundation shall consist of a Chair, Vice Chair, Secretary, Treasurer, two Trustees, and the Governor-Elect of the District Three Association.
- B. **Qualification of Trustees** Trustees will have been a member of Altrusa International, Inc., for a minimum of two (2) years prior to nomination for election. To be eligible for election as treasurer, the nominee must have completed a full term as a local club treasurer or be serving as a local club treasurer at the time of the election and have general accounting knowledge and experience.
- C. **Election of Treasurer and Trustees** The treasurer and Trustees of the District Three Foundation shall be elected at the biennial elections of District Three Altrusa International, Inc.

The District Three Foundation Board of Trustees shall propose and announce the names of nominees for Trustees and Treasurer.

The nominees shall be announced in the pre-conference issue of the *District Service Bulletin*.

The Trustees of the District Three Foundation shall elect the Chair, Vice Chair, and Secretary of the Foundation Board. The Foundation Officers shall be announced in the post-Conference issue of the *District Service Bulletin*.

- D. **Resignation.** An officer may resign at any time by giving written notice to the Chair. The resignation shall take effect at the time specified therein or, if no time is specified, as determined by the Chair.
- E. **Removal.** Any Officer may be removed for inability to fulfill duties by the Board of Trustees at any regular or special meeting of the Board at which a quorum is present.
- F. **Officers Duties.** Officers of the District Three Foundation have all the powers and perform all duties commonly incident to and vested in their office
- G. **Bonding.** All officers of the District Three Foundation may be furnished a fidelity bond in such sums as the Board of Trustees may prescribe.

Article V: Committees

- A. **Executive Committee.** The Executive Committee shall be comprised of the Chair, Vice Chair, Secretary, and the Treasurer. In the intervals between meetings, the Board of Trustees shall delegate to the Executive Committee any or all of the powers of the Board of Trustees in the management of the business and affairs of the Foundation, except the powers to elect Trustees and officers, or to undertake any activities that the Board of Trustees has expressly reserved for itself. At any meeting of the Executive Committee, the majority of the total number of members of the Executive Committee shall constitute a quorum for the transaction of business. Any member on a one-day notice may call special meetings of the Executive Committee.

- B. **Other Committees.** The Chair may create other committees as deemed advisable and to define their duties.

Article VI: Fiscal Year

The fiscal year of the District Three Foundation shall be the same as the fiscal year of District Three running from April 1 through March 31.

Article VII: Indemnification

- A. The Foundation shall be authorized to indemnify each member of the Board of Trustees and each of its officers, as described in Article IV, for the defense of civil or criminal actions or proceedings in a manner and to the extent permitted by applicable law.
- B. The Foundation shall indemnify each of its Trustees and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actual and necessarily incurred or imposed as a result of any action or proceeding or any appeal therein, imposed upon or asserted against her by reason of being or having been a Trustee or officer and acting within the scope of the trustees official duties, but only when the determination shall have been made judicially or in the same manner herein provided that the trustee acted in good faith for a purpose that the trustee reasonably believed to be in the best interests of the Foundation, and, in the case of a criminal action or proceeding, in addition had no reasonable cause to believe that the trustees conduct was unlawful. This indemnification shall be made only if the Foundation shall be advised by its Board of Trustees acting (1) by quorum consisting of Trustees who are not parties to such action or proceeding, or (2) if a quorum under subsection (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that the Trustee or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Trustees, it may rely, as to all questions of law, upon the advice of independent legal counsel.
- C. Every reference herein to a member of the Board of Trustees or officers of the Foundation shall include every current or former Trustee and officer. This indemnification shall apply to all the judgments, fines, amounts of settlement, and reasonable expenses described above whenever arising, allowable as stated above. The right of indemnification herein provided shall be in addition to any and all right to which any Trustee or officers of the Foundation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

Article VIII: Limitation on Activities

The District Three Foundation is organized and operated exclusively for the purpose reflected in Article II herein. No substantial part of the activities of the Foundation shall consist of the dissemination of propaganda or shall otherwise attempt to influence legislation, and the Foundation shall be empowered to make the election authorized under section 501(h) of the Internal Revenue Service Code. The Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the Foundation shall not carry on any activities not permitted to be carried on:

- A. By an organization exempt from federal income taxation under section 501(c) (3) of the Internal Revenue Code as an organization in section 501(c) (3) of such code; and/or
- B. By an organization described in section 509(a) (1), (2) or (3) of the Internal Revenue Code (as the case may be); and/or
- C. By an organization, contributions to which are deductible under section 170-c (2), OR 2522(a)(2) of the Internal Revenue Code.

The Foundation shall use its funds only to accomplish the objectives and purposes specified in this Bylaws, and no part of the net earnings of the Foundation shall inure to the benefit of or be distributed to its Trustees, officers, or other private individuals, or other organizations organized and operating for profit, except that the Foundation is authorized and empowered to pay reasonable compensation for services rendered.

Article IX: Dissolution

Upon dissolution or final liquidation, the Board of Trustees of the Foundation shall, after paying or making provisions for the payment of all the lawful debts and liabilities of the Foundation, distribute all the assets of the Foundation to one or more of the following categories of recipients, as the Board of Trustees shall determine:

- A. nonprofit organization(s) that may have been created to succeed the Foundation, so long as such organization(s) shall qualify as a governmental unit that limits the use of any assets distributed to public purposes under section 170 (c)(2) of the Internal Revenue Code, or as an organization(s) exempt from federal income taxation under section 501(a) of such Code as an organization(s) described in sections 170 (c)(2) and 501(c) (3) of such Code and/or;
- B. A nonprofit organization(s) having similar aims and objectives as the Foundation and that may be selected as an appropriate recipient of such assets, as long as such organizations(s) shall qualify as a governmental unit that limits the use of any assets distributed to public purposes exclusively under Section 170(c) of the Internal Revenue Code or as an organization(s) exempt from federal income taxation under Section 501(a) of such Code as an organization(s) described in section 170(c)(2) and 501(c) (3) of such Code.

Article X: Amendments to Bylaws

These Bylaws may be amended by a two-thirds (2/3) vote at any meeting of the Board of Trustees of the Foundation.

An amendment to be proposed at a meeting shall be mailed to each member of the Board of Trustees at least fourteen (14) days prior to the date of the meeting. An amendment so made shall be effective immediately after the adoption unless an effective date is specifically adopted at the time the amendment is enacted.

A 24-hour notice and a two-thirds vote of the Board of Trustees may suspend this fourteen-day rule.