



Bylaws Changes

June 22, 2022



Article 2. Management

- Article 2.1 Chair Clean Up and add Chair-Elect

2.1.2...Chair-of-the-Foundation-Board...The Chair-of-the-Foundation-Board shall be a member-in-good-standing-of-the-Society-and shall have served on the Society's Board-of-Direction-or-the-Foundation-Board-of-Directors-or-the-Foundation's-Council-of-Trustees. The Chair-of-the-Foundation-Board shall be selected-by-the-Foundation-Board-and appointed-by-the-Board-of-Direction-of-the-Society. The Chair-of-the-Foundation-Board shall also serve as President-of-the-Foundation. ¶

¶
2.1.3...Chair-Elect-of-the-Foundation-Board...The Chair-Elect shall be selected-by-the-Foundation-Board, shall-serve-as-Chair-Elect-for-a-minimum-of-one-year-and-shall-then-succeed-as-Chair-of-the-Foundation-Board. The Chair-Elect shall also serve as Vice-President-of-the-Foundation. ¶



Article 2. Management

- Article 2.2 Foundation Council of Trustees. Change the name in all locations (below is just sampling).

2.2 → ***Foundation Council of TrusteesAdvisors***. The Foundation shall also have a Council of TrusteesAdvisors (the "Council of TrusteesAdvisors"). ¶

¶

2.2.1 → ***Responsibilities of the Council of TrusteesAdvisors***. The Council of TrusteesAdvisors shall serve as philanthropic and financial advisors to the Foundation Board. Primary responsibilities of the Council of TrusteesAdvisors include making recommendations and overseeing finances of the Foundation and reporting to the Foundation Board. The Council of TrusteesAdvisors may assist the Foundation with other activities and programs, as well as accepting assignments from the Foundation Board and managing programs pursuant to instructions from the Foundation Board. The Council of TrusteesAdvisors will not have fiduciary responsibilities to the Foundation or Foundation Board and shall not be deemed investment advisors to the Foundation and shall serve the Foundation in a consulting capacity only. ¶

¶

2.2.2 → ***Composition of the Council of TrusteesAdvisors***. The Council of TrusteesAdvisors shall consist of a minimum of five (5) members appointed by the Foundation Board, one (1) of which shall be a current Foundation Board member who shall serve as Chair of the Council of TrusteesAdvisors. Except for the Chair of the Council, who also is a member of the Foundation Board, members of the Council of TrusteesAdvisors shall not be entitled to vote on matters brought before the Foundation Board. ¶



Article 2. Management

- Article 2.1 Add Executive Committee

2.1.6--Executive-Committee. The Foundation Board shall have an Executive Committee comprised of the President-Board Chair, the Vice-President-Chair-Elect, and each component chair. The Executive Committee shall have power to act on behalf of the Foundation Board as authorized by the Foundation Board. ¶



Article 2. Management

- Article 2.1 Modify Term of Directors to allow coming back & second term contingent on a letter of intent

~~2.1.87.4~~ → ***Term of Directors.*** All Directors of the Foundation Board shall serve three (3) year terms. Terms shall be staggered. Directors may serve two (2) consecutive three (3) year terms; the second term contingent upon a letter of intent from the Director approved by the Executive Committee. Thereafter, Directors may be re-selected to the Board after a one-year gap following the close the second three-year term.¶



Article 3. Officers

- Article 3.1 Officers clean up

ARTICLE 3. → OFFICERS ¶

¶

3.1 → Officers. The Officers of the Foundation shall be a President, a Vice President, a Secretary, and a Treasurer, who are elected or appointed by ~~and from~~ the Foundation Board ~~members~~. All Officers shall exercise such powers and perform such duties as shall be set forth in these Bylaws and as may be determined from time to time by the Foundation Board. Offices may be held by the same person, provided, however, in no event shall the same individual serve as President and Treasurer. ¶

**Foundation decided to approve with the addition of “Chair” at the end of the first sentence: “The Officers of the Foundation shall be a President, a Vice President, a Secretary, and a Treasurer who are elected or appointed by the Foundation Board Chair.”



Article 3. Officers (cont'd)

- Article 3.1.1 President mentioned a three-year term. We voted to change this to two years at November 2021 Board Meeting.

~~3.1.1.2--**Term.** The President shall serve a ~~two~~^{three} (23)-year term ~~as President and may be elected to serve an additional term.~~ ¶~~

¶

~~3.1.1.3--**Vacancy.** Vacancy in the office of President ~~Board Chair~~ shall be filled for the unexpired portion of the term by the Vice President ~~Chair-Elect.~~ ¶~~

¶

~~3.1.1.4--**Compensation.** The President does not receive compensation for services but may be reimbursed for expenses. ¶~~

¶

→ ~~3.1.1.5--**Duties.** The President, by virtue of office, shall chair the Foundation Board and preside at all meetings of the Foundation Board. The President shall be an *ex-officio* member of all Foundation Board committees. The President shall also be a non-voting member of the Society Board of Direction and of its Executive Committee. The President, in coordination with the Executive Director, shall provide reports of the financial and operating status of the Foundation to the Society Board of Direction and its Executive Committee and annually to the Society membership. ¶~~



Article 3. Officers (cont'd)

- Article 3.1.2.1 Clean up Vice President vs. Chair-Elect

~~3.1.2.1--Qualifications. The Vice President shall be a member of the Foundation Board and shall serve as Chair-Elect of The Board. The Vice President shall succeed to Chair and President within one year or more in office as Vice President and Chair-Elect. ¶~~

- Article 3.1.2.3 Clean up Vacancy Exception

→ ~~3.1.2.3.1--Vacancy-Exception. If a vacancy occurs concurrently in the offices of President and Vice President, the Secretary or Treasurer who has served on the Foundation Board for the longest period of time shall assume the President's duties and the other individual shall assume the Vice President's duties. A an election shall be conducted by the Foundation Board within sixty (60) days to elect a President and Vice President to fill the unexpired terms. ¶~~



Article 3.1.3 Secretary & Treasurer clean up

3.1.3 ~~Secretary and Treasurer.~~

~~3.1.3.1 **Qualifications.** As determined by the Foundation Board, the offices of Secretary and Treasurer shall be filled by members of the Foundation Board or by others appointed by the Foundation Board. The Secretary shall be a member of the Foundation Board.~~

~~3.1.3.2 **Term.** The Secretary shall serve a three (3) year term and may be elected to serve an additional term.~~

~~3.1.3.3 **Vacancy.** Vacancy in the office of Secretary shall be filled for the unexpired portion of the term by a qualified member of the Foundation Board as determined and appointed by the Foundation Board.~~

~~3.1.3.4 **Compensation.** The Secretary does not receive compensation for services but may be reimbursed for expenses.~~

~~3.1.3.25 **Duties.** The Secretary shall maintain or supervise the maintenance of the corporate records of the Foundation and shall oversee minutes of meetings of the Foundation Board, and be responsible for corporate notices. The Secretary shall perform additional duties assigned by the Foundation Board.~~

3.1.4 ~~Treasurer.~~

~~3.1.4.1 **Qualifications.** The Treasurer shall be a member of the Foundation Board.~~

~~3.1.4.2 **Term.** The Treasurer shall serve a three (3) year term and may be elected to serve an additional term.~~

~~3.1.4.3 **Vacancy.** Vacancy in the office of Treasurer shall be filled for the unexpired portion of the term by a qualified member of the Foundation Board as determined and appointed by the Foundation Board.~~

~~3.1.4.4 **Compensation.** The Treasurer does not receive compensation for services but may be reimbursed for expenses.~~

~~3.1.4.5 **Duties.** The Treasurer shall serve as the financial officer of the Foundation, responsible for and shall have oversight of its the Foundation's revenues and expenditures, and shall not on the financial affairs of the Foundation to the Foundation Board and to the Society's Board of Direction. The Treasurer shall perform additional duties assigned by the Foundation Board.~~