



Board Meeting Minutes

June 22, 2022

1600-1700 EDT

BOARD MEMBERS		
Hal Rosen	Tony Leketa	Dave Nash
Tim Byers	Suzanne DiGeronimo	Randy Gardner
John Henderson	Gene Lupia	Angie Martinez
Sal Nodjomian	Jane Penny	Sally Riker
Bob Schlesinger	Ron Silva	Susan Thames
*Joe Schroedel		

*Non-voting

~~Not in attendance~~

This was a special meeting of the Board called for the purpose of addressing governance issues that remained open from the May 11, 2022 regular meeting. Attendance was limited to voting members.

The meeting was called to order at 1605 and a quorum was established. Agenda was as follows:

- 1) Finalize Bylaws changes
- 2) Process for Board selection of members continuing past initial term into second term
- 3) Process for Board selection of volunteers wishing to fill Board vacancies

Bylaws Changes (See Encls 1 & 2)

Bob Schlessinger, Chair of the governance committee, outlined changes to the Bylaws discussed at the May meeting with adjustments that came out of that meeting. All changes were approved as noted below.

Approved in May 11 Meeting

- The position of Chair Elect was added to the Bylaws with Chair-Elect to be selected by Foundation Board, appointed by the Society BOD; **change approved.**
- Chair Elect would also serve as Vice-President; **change approved.**
- Memorialized three major organizational components of the Board – financial, fundraising, and operations; **change approved.**
- Codified the Executive Committee as the leads of the three major components along with the President/Chair and the Vice President/Chair-Elect; **change approved.**
- Modified Board term limits provision such that following the term limits, Board members may take a year off and then reapply for the Board and if selected and appointed re-start the term limit provision.
- Officers for President and Vice-President will be selected by the Board and then appointed by the Society Board. Officers for Secretary and Treasurer may be appointed by the Foundation Board; **change approved.**
- Recognition that Treasurer is a volunteer position that is and should be a shared position with the Society in that the accounting and accounting systems are shared and that all financials are consolidated; **approved.**
- The Executive Director serves as the Secretary for the Society BOD and should so serve for the Foundation Board, alleviating a burden upon the Foundation Board; **approved.**
- Appointment of Secretary and Treasurer will be done by the Board Chairman vs the whole board.
- Changed term of President from three years to two years and delete additional term; **change approved.**

- Added a service requirement for Chair Elect prior to becoming President/Chair. Recommend no requirement; will strike change; **approved.**
- Removed vacancy exception for Secretary or Treasurer – they will not succeed the President and Vice President if there is a vacancy; **change approved.**
- Cleaned up Secretary and Treasurer duties; **change approved.**

Discussed in June 22 Meeting

- **Changed name of Council of Trustees to Council of Advisors throughout bylaws for clarification.** Will this conflict with incorporation documents? No – there is no legal requirement to update IRS or incorporation documents with Bylaws changes. Members can be outside of the Foundation and SAME Membership (except for the Chair of the Council who must be a member of the Board per the Bylaws). The Council of Advisors is not currently used but may be used in the future for broad advisory purposes.
- **Clarified the membership of the Executive Committee to name members as the President/Chair, Vice-President/Chair-Elect “and Chairs of the Finance, Fundraising, and Operations components.”** This may require eventual Bylaws change if the organizational components change, but that is OK.
- **Term extensions will require a letter of intent from the Board member and approval of the extension by the Executive Committee.**

Upcoming New Board Member Nomination and Selection Process

Bob Schlesinger will make sure that the nomination schedule – consistent with the Society – Foundation MOA, is correctly reflected on the website. He reiterated the process for the Board. The Board also approved the criteria used for the previous year. Volunteers will need to resubmit a nomination package and should include volunteer service thus far in the package.

Vacancies

There will be 4 and as many as 8 vacancies in the coming year. Term limits will be reached (Dec. 31, 2022) for Tony Leketa, Gene Lupia, Angie Martinez, and Hal Rosen. First Terms will be complete for Suzanne DiGeronimo, Dave Nash, Bob Schlesinger, and Susan Thames. Suzanne, Dave, Bob, and Susan will have to submit letters of intent to extend their terms if they so wish.

New Business: No new business.

Closing: Bob will provide a clean version of the Bylaws as approved by the Board; Kathy Off will take steps to expedite presentation of the changes to the Society Board for its approval and once approved will post the updated Bylaws to the web. In the meantime, the Foundation Board will proceed as approved.



Hal Rosen, F.SAME (Dist.)
Chair, SAME Foundation

Encl 1: Slide Presentation

Encl 2: Bylaws w/Tracked Changes



Governance Committee Update

June 22, 2022



Agenda

- Bylaws issues
- Succession Planning
- Nominating new Board Members



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.

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

~~¶
2.2.1--**Responsibilities-of-the-Council-of-TrusteesAdvisors.**--The-Council-of-Trustees-Advisors shall-serve-as-philanthropic-and-financial-advisors-to-the-Foundation-Board. Primary-responsibilities-of-the-Council-of-Trustees-Advisors include-making-recommendations-and-overseeing-finances-of-the-Foundation-and-reporting-to-the-Foundation-Board.--The-Council-of-Trustees-Advisors 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-Trustees-Advisors 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-Trustees-Advisors 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-Trustees-Advisors 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

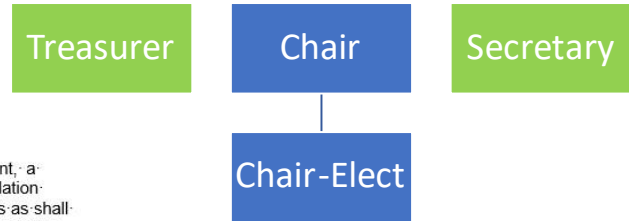
- Article 2.1 Modify Term of Directors to allow coming back & second term contingent on a letter of intent

~~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.¶



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. 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 act 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.¶~~



Succession Planning



Succession Planning Issues

- Bylaws state that Directors of the Foundation Board shall serve 3 -year terms and they may serve two consecutive terms (6 years max).
- Terms of current people filling President and Vice President offices expire at same time (12/31/22)
- Better planning is needed to avoid a repeat of this scenario
- Because of term limits, need to pick someone to be President -Elect within their first two years on the Board.

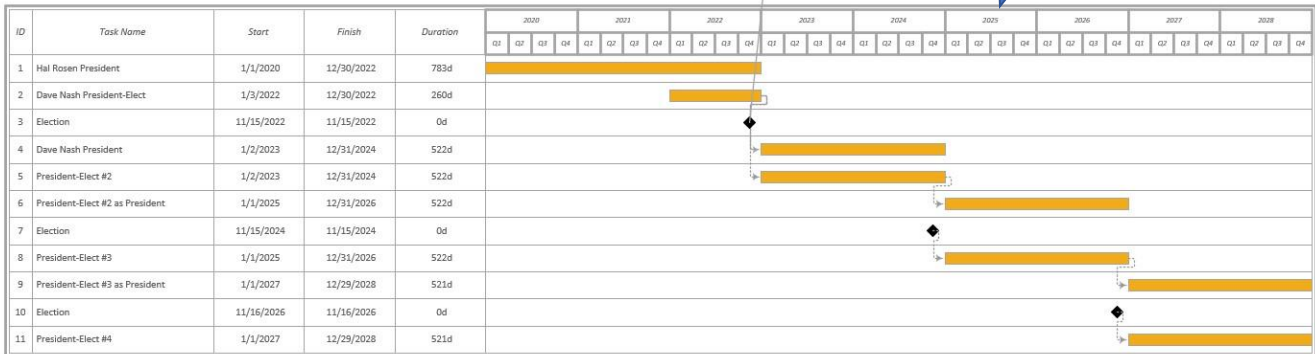


Succession Planning



SAME Foundation Board Succession Planning

Need to pick someone in first two years of their term



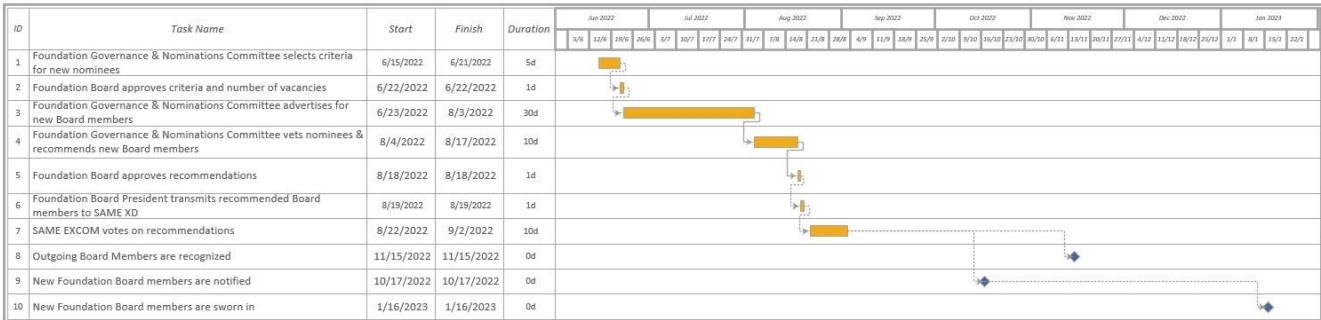
NOMINATIONS
ARE OPEN

Nominating New Board Members



Nomination Process

SAME Foundation Nomination Schedule



Nomination Criteria

- Demonstrated commitment to the Foundation’s purposes as described at www.same.org/foundation and the Society’s mission, vision, and strategic plan, with an emphasis on advancing the goals of Developing Leaders for the Profession, Enriching the STEM Pipeline for the Nation, and Preparing Service members and Veterans for the A/E/C Industry. **25%**
- Experience with either/or/and:- **25%**
 - (i) fundraising for philanthropic organizations;
 - (ii) financial management;
 - (iii) marketing;
 - (iv) stewardship of donations (gift acceptance policy; donor recognitions)
- Unquestioned ethics, behavior, loyalty and integrity **15%**
- Strong multi-level communications skills (speaking and writing) **15%**
- Previous high-level leadership in military service or corporate private sector **10%**
- Preferably, diverse backgrounds within the full spectrum of Society membership; yet outside perspectives are also welcome. While active SAME members of substantial tenure are desired, nominees with limited SAME tenure, and those new to the Society but who meet the stated qualifications, are also welcome. **-10%**



Number of Vacancies 4 to 8

- **At term limit (4):**
 - **Tony Leketa**
 - **Gene Lupia**
 - **Angie Martinez**
 - **Hal Rosen**
- **Renew (4):**
 - **Suzanne DiGeronimo**
 - **Dave Nash**
 - **Bob Schlesinger**
 - **Susan Thames**

ENCLOSURE 2

BYLAWS
OF THE
SOCIETY OF AMERICAN MILITARY ENGINEERS FOUNDATION
A Nonprofit Corporation
Adopted April 28, 2016
Amended by Foundation Board January 30, 2020
and ~~May 7~~ June 22, 2022
Approved by the Society Board May 26, 2020
and _____

ARTICLE 1. GENERAL

- 1.1 **Name.** The name of the corporation is the Society of American Military Engineers Foundation (the "Foundation").
- 1.2 **Incorporation.** The Foundation is a nonprofit corporation without members, incorporated in the District of Columbia. The principal office of the Foundation is as determined by the Foundation Board of Directors.
- 1.3 **Affiliation.** The Foundation is affiliated with the Society of American Military Engineers (the "Society").
- 1.4 **Purposes.** The purposes of the Foundation are as stated in the Articles of Incorporation.

ARTICLE 2. MANAGEMENT

2.1 **Foundation Board of Directors.** The Foundation shall be managed by its Board of Directors (the "Foundation Board").

2.1.1 Responsibilities of the Foundation Board. The Foundation Board shall have fiduciary, legal, strategic and fundraising responsibilities, including the responsibilities of planning, developing and implementing the cultivation, solicitation and stewardship of Foundation supporters and funds, and determining and implementing appropriate development and fund management policies. The Foundation Board shall establish the policies and programs of the Foundation and exercise all such powers of the Foundation and do all such lawful acts and things as are permitted by statute, the Articles of Incorporation, and these Bylaws.

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.

~~2.1.4 **Executive Director of the Foundation Board.** The Executive Director of the Society also serves as the Executive Director of the Foundation Board.~~

2.1.453 Composition of the Foundation Board. The Foundation Board shall consist of up to fifteen (15) Directors but not less than five (5) Directors. All Directors must be members in good standing of the Society throughout their term of membership on the Foundation Board. All Directors other than the Chair of the Foundation Board shall be appointed by the Executive Committee of the Society's Board of Direction. All Board appointments shall give due consideration to contribution levels to the Foundation. The Executive Director shall serve on the Foundation Board in an *ex-officio*, non-voting capacity.

~~2.1.56 **Structure of the Foundation Board.** The Foundation Board shall be structured as determined by the Foundation Board and may be restricted from time to time as determined by the Foundation Board. It will have components that oversee (i) financial and investment matters, (ii) fundraising efforts, and (iii) other general operations. Each component will be chaired by a Board member selected by the Foundation Board.~~

~~2.1.67 **Executive Committee.** The Foundation Board shall have an Executive Committee comprised of the President-Board Chair, the Vice-President-Chair-Elect, the Executive Director, and each component chairChairs of Finance, Fundraising, and Operations components. The Executive Committee shall have power to act on behalf of the Foundation Board as authorized by the Foundation Board.~~

~~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 of the second three-year term.~~

~~2.1.89.5 **Vacancies.** A Director vacancy shall be filled for the unexpired portion of the term by appointment of the Executive Committee of the Society.~~

~~2.1.91.6 **Resignation or Removal of Directors.** A Director may resign at any time by giving written notice of such resignation to the Secretary. Any Director may be removed by a two-thirds (2/3) vote of the Foundation Board.~~

~~2.1.101.7 **Board Quorum.** The presence of a majority of Directors at a meeting of the Board shall constitute a quorum. Where a quorum is present, a majority of votes carries any action except where provided otherwise by law or by these Bylaws.~~

~~2.1.81.42 **Board Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Foundation Board may be taken without a meeting if all members of the Foundation Board consent in writing to such action.~~

~~2.1.123.9 **Monetary Commitment.** Members of the Foundation Board are expected to make an annual monetary contribution to the Foundation during their term of office.~~

2.2 Foundation Council of ~~Trustees~~Advisors. The Foundation shall also have a Council of ~~Trustees~~Advisors (the "Council of ~~Trustees~~Advisors").

2.2.1 Responsibilities of the Council of ~~Trustees~~Advisors. The Council of ~~Trustees~~Advisors shall serve as philanthropic and financial advisors to the Foundation Board. Primary

responsibilities of the Council of [Trustees-Advisors](#) include making recommendations and overseeing finances of the Foundation and reporting to the Foundation Board. The Council of [Trustees-Advisors](#) 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 [Trustees-Advisors](#) 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 [Trustees-Advisors](#). The Council of [Trustees-Advisors](#) 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 [Trustees-Advisors](#). Except for the Chair of the Council, who also is a member of the Foundation Board, members of the Council of [Trustees-Advisors](#) shall not be entitled to vote on matters brought before the Foundation Board.

2.3 Executive Director. The Foundation shall have an Executive Director who shall be responsible for executive support of the Foundation. The Executive Director of the Society shall serve as the Executive Director of the Foundation unless otherwise determined by the Society's Board of Direction.

2.3.1 Responsibilities of the Executive Director. The Executive Director shall be responsible to the Foundation Board and President for the effective administration of the Foundation in accordance with the provisions of the Articles of Incorporation, the Bylaws and policies established by the Foundation Board and the Society Board of Direction.

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 membersChair. 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.

3.1.1 President.

3.1.1.1 Qualifications. The President shall be the Chair of the Foundation Board.

3.1.1.2 Term. The President shall serve a ~~two~~^{two} (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.

3.1.2 Vice President.

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.~~

3.1.2.2 Term. The Vice President shall serve a three (3) year term and may be elected to serve an additional term.

3.1.2.3 Vacancy. Vacancy in the office of Vice President 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.

3.1.2.3.1 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.~~ 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.

3.1.2.4 Compensation. The Vice President does not receive compensation for services but may be reimbursed for expenses.

3.1.2.5 Duties. The Vice President shall act in place of the President when the President is unavailable. The Vice President shall also perform other duties assigned by the Foundation Board.

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.~~

3.1.3.5 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.~~

~~**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.~~

ARTICLE 4. MEETINGS

4.1 Meetings. Meetings of the Foundation Board shall be called by the President at the time and place of choosing. Advance notice of meetings and the business to be conducted shall be provided to the Foundation Board. Meetings of the Council of Trustees shall be called by the Chair of the Council of Trustees with advance notice of the time and place of meeting and the business to be conducted.

ARTICLE 5. COMMITTEES

5.1 Committees. The Foundation Board has the authority and responsibility to create and disband committees as necessary, establish duties, set criteria and credentials of committee members, and approve committee appointments as recommended by the President. Committee members shall serve for one (1) year unless extended by reappointment or terminated by action of the Foundation Board. Committees composed exclusively of Foundation Board members may be delegated Board authority; all other committees shall be advisory.

ARTICLE 6. ADMINISTRATIVE

6.1 Auditors. Auditors may be appointed or terminated by the Foundation Board as determined by the Board.

6.2 Indemnification. Directors, Officers, and other authorized agents of the Foundation shall be indemnified by the Foundation against claims for liability arising in connection with their positions in the Foundation or activities on behalf of the Foundation to the full extent permitted by law.

6.3 Fiscal Year. The fiscal year of the Foundation shall be the calendar year.

6.4 Conflict of Interest. A Conflict of Interest shall be defined as any activity, transaction,

relationship, service, or consideration that is, or appears to be, contrary to the best interests of the Foundation, or in which the interests of an individual or another organization other than the Foundation has the potential to be placed above those of the Foundation. Any interested Officer, Director, or other individual must disclose in writing the existence of any actual or possible Conflict of Interest and all material facts pertaining thereto to the Foundation Board. A signed Conflict of Interest statement shall be required annually from all members of the Foundation Board and the Council of Trustees.

6.5 Limitations. All policies and activities of the Foundation shall be consistent with applicable federal, state and local antitrust, trade, regulation, or other legal requirements. No Foundation policies or activities shall contravene the governing documents of the Society. No Officer, Director, committee member, employee, agent, or representative of the Foundation shall have any right, authority, or power to expend money of the Foundation, to incur liability on its behalf, or to make any commitment that shall be deemed to bind or involve the Foundation in any expense or financial liability, unless such expenditure, liability, or commitment has been budgeted or otherwise authorized by the Foundation Board.

6.6 Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with the laws of the District of Columbia or with the Foundation's Bylaws.

ARTICLE 7. AMENDMENTS

7.1 Amendments. These Bylaws may be amended at any meeting of the Foundation Board by a majority vote where a quorum is in attendance, provided, however, that no change to these Bylaws will become effective until approved by the Society Board of Direction.