

# BYLAWS OF THE FAWCO FOUNDATION

April 2024

## ARTICLE I. NAME AND OFFICE

### Sec. 1 Name

The name of the Corporation shall be The FAWCO Foundation.

### Sec. 2 Principal Office

The principal office of The FAWCO Foundation shall be in the State of Missouri, USA.

### Sec. 3 Operations and Activities Headquarters

The operations and activities headquarters of the Corporation shall be in the city in which the current president resides.

### Sec. 4 Classification

The FAWCO Foundation is classified as a Public Benefit Corporation (PBC).

## ARTICLE II. PURPOSE AND POLICY

### Sec. 1 Purpose

The Corporation was established by the Federation of the American Women's Clubs Overseas, Inc. (FAWCO) in 1967 to serve as its philanthropic arm and to implement its philanthropic concerns and interests in the global community, specifically aiding charitable, scientific, and educational programs, preventing cruelty to children and by supporting the rights of women and children throughout the world.

### Sec. 2 General Policy

A. The Corporation shall consider the impact of an Administrative Guideline (Standing Rule) and/or policy with respect to FAWCO and/or FAWCO Alumnae USA (FAUSA).

B. The Corporation shall not use a part of the net earnings or assets to benefit any member, director, officer, contributor or other private individual, having directly or indirectly, a personal and private interest in activities of the Corporation.

### Sec. 3 Political Policy

The Corporation shall not engage in the dissemination of political propaganda, or otherwise attempt to influence public legislation. The Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## **ARTICLE III. MEMBERSHIP**

### **Sec. 1 Categories of Membership of the Corporation**

- A. Board of Directors: six (6) elected members with vote
  
- B. Appointed Board of Directors positions ex-officio without vote
  - 1. Parliamentarian
  
- C. Appointed positions not members of the Board of Directors:
  - 1. Counselors Liaison
  - 2. Program/Project Administrators and Coordinators, Committee Chairs and/or Liaisons as required
  - 3. Historian
  - 4. Advisors: There may be two (2).
  - 5. Honorary Members
  
- D. Counselors

### **Sec. 2 Eligibility**

- A. The President and Vice President Communications shall be citizens of the United States of America.
  
- B. The President and Vice President Communications must be members in good standing of a FAWCO Member Club.
  
- C. Members of the Corporation shall be members in good standing of a FAWCO Member Club or a member in good standing of FAUSA.
  
- D. Individual FAWCO Members may hold non-elective positions on the Board of Directors.
  
- E. No more than two (2) members of the Board of Directors may reside in the United States at the time of their election.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **Sec. 1 Composition**

- The Board of Directors shall consist of six (6) elected members and the Parliamentarian.
- A. Four (4) members elected by the FAWCO Board of Representatives: President, Vice President Communications, Secretary and Treasurer.
  
  - B. Two (2) members elected by the outgoing Board of Directors: Vice President Programs, and Vice President Fundraising.
  
  - C. The Parliamentarian is appointed by the President as an ex-officio member.

## **Sec. 2 Terms of Office**

Members of the Board of Directors shall serve no more than two elected terms in the same position and no more than four elected terms as members of the Board of Directors.

## **Sec. 3 Powers**

A. The Board of Directors shall govern the Corporation.

B. The Board of Directors shall have full charge of the property and business of the Corporation, with full power and authority to manage and conduct the same.

C. Dismissal: The Board of Directors shall have the power to remove any member by two-thirds vote upon submission of evidence of valid grounds for removal.

## **ARTICLE V. OFFICERS**

### **Sec. 1 President**

A. The President shall preside at all meetings of the Board of Directors. She shall be the chief executive officer and shall be empowered to sign or endorse checks and to disburse funds for administrative purposes, awards and fundraising projects. The President shall carry on the business of the Corporation between the Annual General Meetings, monthly and special Board of Directors meetings.

B. The President, with Board of Directors approval, shall appoint program administrators, fundraising coordinators, a parliamentarian and committee chairs. She shall call monthly meetings or special meetings as necessary. The President shall prepare and distribute reports. The President shall review the minutes of all Board of Directors meetings prior to distribution to the Board of Directors by the Secretary.

C. The President shall appoint the Nominating Committee Chair.

D. The President shall become a Counselor to the Corporation upon completion of her term of office.

E. The President may be bonded.

### **Sec. 2 Vice President Communications**

A. The Vice President Communications shall perform such duties as the President and/or Board of Directors designates.

B. She shall manage The FAWCO Foundation's website and all of the Corporation's online activities, assist in preparing presentations, coordinate and distribute bulletins and newsletters and publicity.

C. In the event of disability or resignation of the President, she shall assume the role and duties of the President. Should she not be able to serve in this capacity, the Secretary shall call a meeting of the Board of Directors in order to elect a presiding officer pro tempore.

**Sec. 3 Secretary**

A. The Secretary shall take minutes of all meetings of the Board of Directors. Prepares draft minutes within one week for review by the Board. Distributes Final Draft to the Board at least one week prior to the next Board Meeting.

B. She shall be responsible for sending notice of times and places of meetings.

C. She updates and retains the Motions Roster.

D. She coordinates the collection of all documents to be retained by the Corporation as per the Corporation's Document Retention Policy.

E. She shall have the general duties and responsibilities of a Secretary of a corporation and shall assist the President upon request.

**Sec. 4 Treasurer**

A. The Treasurer shall receive and disburse the funds of the Corporation.

B. The Treasurer is empowered to deposit funds and to disburse funds for administrative purposes, awards, grants, scholarships and fundraising projects.

C. The financial books shall be open for the inspection of the Board of Directors at all times.

D. She shall offer suggestions as to the financial management of the Corporation as she deems proper.

E. She shall ensure that the books are reviewed annually.

F. The Treasurer may be bonded.

**Sec. 5 Vice President Programs**

A. The Vice President Programs shall be responsible for the implementation of the Corporation's core philanthropic programs.

B. She shall oversee the work of the Program Administrators.

C. She shall keep the Seal of the Corporation.

**Sec. 6 Vice President Fundraising**

A. The Vice President Fundraising shall be responsible for developing the Corporation's fundraising strategy.

B. She shall oversee the work of the Fundraising Coordinators.

## **ARTICLE VI. COMMITTEES**

### **Sec. 1 Standing Committees**

A. The Education Awards Administrator is responsible for the annual FAWCO Foundation Awards Program in accordance with the Administrative Guidelines with approval of the VP Programs.

B. The Development Grants Administrator is responsible for the annual FAWCO Foundation Development Grants in accordance with the Administrative Guidelines with the approval of the VP Programs.

C. Online/Live Auctions Coordinator shall develop and coordinate the annual online/live auctions portion of The FAWCO Foundation's Foundation Night at the FAWCO Conference/IM with the approval of the VP Fundraising.

D. Silent Auction Coordinator shall develop and coordinate the annual Silent Auction portion of The FAWCO Foundation Night at the FAWCO Conference with the approval of the VP Fundraising.

E. Target Fundraising Coordinator shall recommend, administer and conduct fundraising events and activities for the FAWCO Target Program's fundraising project with the approval of the VP Fundraising.

F. Donor Development Coordinator shall develop campaigns and establish relationships within and outside of FAWCO to increase the donor base of The FAWCO Foundation with the approval of the VP Fundraising.

### **Sec. 2 Appointed Committees**

A. Nominating Committee (see Article XI "Nominations and Elections") are to be appointed in accordance with the Administrative Guidelines.

B. The President may appoint additional committees as necessary.

**Sec. 3 Appointed members of the Corporation** may be invited to attend meetings of the Board of Directors.

## **ARTICLE VII. HONORARY MEMBERS AND COUNSELORS**

### **Sec. 1 Honorary Members**

The President may appoint Honorary Members, with the Board of Directors approval.

### **Sec. 2 Counselors**

A. Past FAWCO Foundation Presidents become Counselors of the Corporation after they have concluded their term(s) of office.

B. The President may invite Counselors to attend meetings of the Board of Directors.

## **ARTICLE VIII. VACANCIES AND RESIGNATIONS**

### **Sec. 1 Vacancies**

Any vacancies occurring among the Directors between Board of Directors elections shall be filled in the following manner:

A. The Vice President Communications shall assume the office of President. (For exceptions see Article V Sec. 2)

B. The President shall appoint a candidate for any vacancy on the Board of Directors subject to approval of the Board of Directors.

### **Sec. 2 Resignations**

All resignations shall be made in writing to the President.

## **ARTICLE IX. MEETINGS**

### **Sec. 1 Place and Time of the Annual General Meeting (AGM)**

A. The AGM of the FAWCO Foundation shall be held at such place, within or outside of the State of Missouri, as designated by resolution of the Board of Directors.

B. The AGM sessions are recommended to be held concurrently with the Biennial and Interim FAWCO Conferences.

### **Sec.2 Monthly and Special Meetings**

A. Monthly Board of Directors Meetings are called by the President or by a simple majority of voting Directors and held at an agreed pre-arranged time each month.

B. Special meetings are called by the President or by a simple majority of voting Directors at any time deemed necessary.

C. Board of Directors and special meetings may be held via Skype or any other online meeting format as designated by the Corporation. All online meetings must meet the same standards as "in-person" meetings.

### **Sec. 3 Notice**

A. The Board of Directors of the Corporation shall be notified of the date, hour, place, purpose and agenda of all meetings of the Board of Directors.

B. Notice of the AGM must be given not less than thirty (30) or more than sixty (60) days before the date of the meeting.

C. Notices of monthly meetings of the Board of Directors shall be made in reasonable time.

D. The Board of Directors will receive an agenda for all meetings. The conduct of business for special meetings is limited to the announced agenda.

#### **Sec. 4 Proxies**

A. Proxies shall be solicited for meetings of the Board of Directors and sent to the Secretary for all meetings to ensure a quorum. Standing proxies may be submitted annually to the Secretary.

B. A proxy designee shall be a voting member of the Board of Directors and may hold only one proxy per meeting.

#### **Sec. 5 Quorum**

A. A 60% majority of the Directors shall constitute a quorum at all meetings of the Board of Directors. At least one (1) of the officers elected by the FAWCO Board of Representatives shall be among those making up the quorum.

B. A quorum is necessary for the conduct of all official and binding business of The FAWCO Foundation.

C. If there is no quorum, the members present and entitled to vote shall have the power to adjourn the meeting, without any notice other than an announcement at the meeting, to set a date not longer than seven (7) days following the adjournment for a new meeting. At such a subsequent meeting at which a quorum is present and represented by proxy, any business may be transacted that might have been transacted at the originally notified meeting.

#### **Sec.6 Voting**

A. A simple majority is sufficient for all decisions unless otherwise notified by Missouri law and/or these Bylaws.

B. Corporate business may be transacted by means of an agreed upon method or technology. A majority of 80% is necessary for passage (adoption).

C. Those holding proxies for absent members may vote as designated by the absent member. If no direction is given, the proxy may vote as they desire.

### **ARTICLE X. ADMINISTRATION**

#### **Sec. 1 Financial Administration**

A. Fiscal Year

The fiscal year is the calendar year.

B. The Budget

The Treasurer shall submit a budget proposal for approval by the Board of Directors.

C. Reimbursements

1. Members of the Board of Directors shall be reimbursed for budgeted expenses upon presentation of valid receipts to the Treasurer. Expenses exceeding budgeted amounts must be approved in advance.

2. Expenses connected with members of the Board of Directors attending FAWCO conferences, Foundation meetings and/or FAWCO regional meetings shall be reimbursed to members of the Board of Directors only to the amount agreed upon in the annual approved

budget. Expenses exceeding budgeted amounts must be approved in advance.

3. Reimbursements may be funded through sponsorship, fundraising activities and bank interest.

4. The Treasurer may offer “donation-in-kind” receipts to members of the Board of Directors for approved expenses.

#### D. Review

1. The financial books of the Corporation must be reviewed each year. 2. Upon receipt of the review, a written report is to be presented at the earliest possible meeting of the Board of Directors.

#### E. Quasi Endowment Fund

The Quasi Endowment Fund is a designated account to maintain two (2) years of funding for The FAWCO Foundation’s operations including the funding of its programs.

### **Sec 2. The Annual Report**

The Annual Report is written at the end of the year and submitted in January for inclusion in FAWCO’s Annual Report. The report shall also be posted on The FAWCO Foundation’s website.

**Sec 3. The FAWCO Foundation Administrative Guidelines** and Job Descriptions A. Shall describe general and specific duties of the Membership (Bylaws Article III, Sec. 1).

B. Shall be reviewed at the end of the first year of the term of office or earlier as required. The Board of Directors shall approve all revisions.

## **ARTICLE XI. NOMINATIONS AND ELECTIONS**

### **Sec.1 Nominating Committee**

A. At The FAWCO Foundation AGM (one year prior to election), the President shall appoint, with Board of Directors approval, a chair of the Nominating Committee. The Nominating Committee Chair shall have served on The FAWCO Foundation Board of Directors or been a past/present member of the FAWCO Council\*.

B. The Nominating Committee Chair shall select at least two (2) and up to four (4) committee members with Board of Directors notification from among present or past members of the FAWCO Foundation Board of Directors or any FAWCO Foundation Committee and from among present or past members of the FAWCO Council or any FAWCO Committee. The Chair is a voting member of the committee.

C. The Nominating Committee Chair shall propose a slate of candidates to The FAWCO Foundation Board of Directors prior to presenting it at the first General Session at the FAWCO Conference during an election year.

### **Sec. 2 Elections**

A. All Board members shall be elected every other year to serve a two-year term, with the exception of the VP Fundraising who shall serve a three-year term.



B. The President, Vice President Communications, Secretary and Treasurer shall be elected by the FAWCO Board of Representatives\*\*.

C. Elections shall take place no less than twenty-four (24) hours after the presentation of the slate of candidates.

D. A two-thirds majority is required of a quorum of the Representatives present.

E. The remaining directors shall be elected by the outgoing Board of Directors no less than twenty-four (24) hours after the presentation of the slate of candidates to the FAWCO Board of Representatives.

F. A two-thirds majority decision is required of the outgoing Board of Directors. G. Voting by proxy is not permitted.

H. The newly elected Board of Directors and Committee Chairs shall turn over to their successors all records and correspondence pertaining to their term of office as per the Document Retention Policy. In the case of appointed committee chairs, if no successors have been appointed, their records should be turned over to the incoming Director to whom the Committee Chair would report.

## **ARTICLE XII. PARLIAMENTARY AUTHORITY**

**Sec. 1** The meetings of the Corporation shall abide by the rules contained in the most recent edition of Robert's Rules of Order Newly Revised, where they are applicable, unless they are in conflict with Missouri law or these Bylaws.

## **ARTICLE XIII. AMENDMENTS**

**Sec. 1** The Bylaws of the Corporation may be amended in any respect or repealed in whole or part by the Board of Directors at any Annual, monthly Board of Directors or special meeting at which a quorum is present.

**Sec. 2** A two-thirds majority of the elected Board of Directors is necessary for adoption of any amendments.

**Sec. 3** Grammatical/Word Changes: any grammatical and/or word changes that do not alter the meaning of the content of this document may be adjusted as the Board of Directors deem necessary without having to obtain approval from the Corporation.

## **ARTICLE XIV. DISSOLUTION**

**Sec. 1** Dissolution requires a supermajority.

**Sec. 2** Distribution of Property and Funds

Should the Corporation cease to conduct its affairs and be dissolved, all property and funds

remaining after the payment of its debts shall be distributed in accordance with the purposes of the Corporation as set forth in Article II Section 1.

**Sec. 3** Notice must be provided to the Attorney General of Missouri prior to (i) merging, (ii) disposing of all or substantially all of the corporate assets, (iii) delivering articles of dissolution to the Secretary of State, and (iv) transferring or conveying assets as part of the dissolution process.

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**Notes:** \* “FAWCO Council” as referred to in this document is as outlined in the FAWCO Bylaws (Article IX Council, Section 1 Composition). The Council shall be composed of the Board of Directors, the Board of Representatives, Delegates, the Assistant Treasurer, Committee Chairs, Counselors, Regional Coordinators, Liaisons, the President of the FAWCO Foundation and the President of FAUSA.

\*\* The “FAWCO Board of Representatives” as referred to in this document is as outlined in the FAWCO Bylaws (Article VIII Board of Representatives, Section 1 Composition). The Board of Representatives shall be composed of one (1) member from each Member Club, preferably the FAWCO Representative.