

Constitution/Bylaws
District Three Foundation
an Association of District Three, Altrusa International, Inc.

Article I: Principal Office

- A) Principal Office - The principal office of the District Three 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

The objectives and purposes of the Foundation, subject to the limitation of Article VIII, hereof, are to make and award, without limitation as to amount to any one recipient or to all recipients, donations, gifts, contributions, scholarships, grants, fellowships, and/or loans from the income, assets, and property of the Foundation; to engage in research; to conduct seminars and workshops, to publish materials; to make grants in furtherance of projects of District Three, Altrusa International, Inc. and its clubs; to provide service for local service projects; to engage in , assist with and contribute to the support of other activities and projects; to engage in fund-raising programs in furtherance of the purposes of the Foundation; to dispose of any and all of the foundation's assets and property to or for the benefit of any corporation, organization, fund, or foundation, operated exclusively for charitable, educational, literary or scientific purposes; and the Foundation shall be empowered to engage in such other and further means as may be necessary and proper to accomplish the foregoing objectives and purposes.

Article III: Board of Trustees

- A) General Authority. There shall be a Board of Trustees of the Foundation 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, to appoint and remunerate agents and employees, to disburse the funds of the Foundation, and to adopt such rules and regulations for the conduct of its business, responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with or repugnant to the Constitution/Bylaws of the Foundation (in their present form as they may be amended) or any applicable law.

- B) Membership. The Board of Trustees of the District Three Foundation shall comprise six elected and one non-elected Trustees who are members of District Three, Altrusa International, Inc., and are elected by the membership present at the District Three Conference. As vacancies occur by reason of resignation, death, incapacity, or the like shall be filled by act of the Foundation Board of Trustees.

- C) Term of Office. Each Trustee of the Foundation shall serve for a term of two (2) years. A Trustee may serve no more than two consecutive terms. The term of office for the Treasurer may be successive.

- 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 or the Board of Trustees.

- E) Removal. Any Trustee may be removed from such 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. Such 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 such 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 such action, sent by certified or registered mail to the last known address

of such 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 such charges, no sooner than thirty (30) days after the sending of such notice, and 3) a written explanation as to (if such is the case) why such Trustee is being removed from office. In these regards, 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) Regular Meetings. A regular meeting of the Board of Trustees of the Foundation shall be held each year immediately preceding Altrusa District Three Board meetings, at such time, day and place as shall be designated by the Foundation Board of Trustees, for the purpose of transacting such business as may come before the Board. The Board of Trustees may, by resolution, provide for the holding of additional regular meetings.

Regular meetings may be held by phone, e-mail, or by other electronic commerce deemed appropriate by the Board of Trustees, or in person.

- G) Special Meetings. Special meetings of the Board of Trustees of the Foundation may be called at the direction of the Chairman or by the majority of the voting Trustees, to be held at such time, day and place as shall be designated in the notice of the meeting.

Special meetings may be held by phone, e-mail, or by other electronic commerce deemed appropriate by the Board of Trustees, or in person.

- H) 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 there to by notice sent by mail, telegram, facsimile, 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. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The purpose or purposes for which a special meeting is called shall be state in the notice thereof. Any Trustee may waive notice of any meeting. The attendance of a director 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.

- I) 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 such meeting, the majority of Trustees present may adjourn the meeting from time to time without further notice.

- J) 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 recommendatory only. The action may become valid if subsequently confirmed by the majority vote, in conformance with the quorum requirements of the Board of Trustees.

- K) 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

- A) Officers. The Board of Trustees of the District Three Foundation shall consist of a Chairman, Chairman-Elect, Secretary, Treasurer, two Trustees, and the Governor-Elect of the District Three Association.

- B) Election of Officers and Trustees. The Trustees of the District Three Foundation shall be elected by the members present at the annual meeting of the District Three, Altrusa International, Inc. The Treasurer and two Trustees shall be elected at Conference in the odd-numbered years and three Trustees shall be elected at Conference in the even-numbered years.

The duly elected Trustees of the District Three Foundation shall elect the Chairman, Chairman-Elect and Secretary of the Foundation Board immediately at the close of the meeting at which they were elected. The Foundation Officers shall be announced in the post-Conference issue of the District Service Bulletin.

The Foundation Board of Trustees shall propose and announce the names of nominees for Trustees and Treasurer in all subsequent elections. The nominees shall be announced in the preconference issue of the District Service Bulletin.

- C) 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.
- D) Removal. Any Trustee may be removed by the Board of Trustees at any regular or special meeting of the Board at which a quorum is present, for engaging in conduct prejudicial to the best interests of the District Three Foundation.
- E) Vacancies. In the case of resignation of a Trustee of the Foundation, or for any other reason, including ineligibility, removal from office, or a Trustee cannot complete her or his term, the Board of Trustees shall elect a successor to complete the unexpired term.
- F) Chairman. The Chairman of the District Three Foundation shall have all the powers and shall perform all duties commonly incident to and vested in the office of Chairman of an association, including, but not limited to, being the chief executive officer of the District Three Foundation, preparation of the agenda for the annual meeting and other regular meeting, and having general knowledge of and responsibility for supervision of the business of the Foundation. Notwithstanding the foregoing, the Chairman of the District Three Foundation shall have the following specific powers and duties:
 - 1) She shall be a member of the Board of Trustees and shall prepare the agenda for the meetings of the Board.
 - 2) She shall annually appoint such standing or special committees and subcommittees and divisions as may be required by these Bylaws or as she may find necessary, and shall be an ex officio member with vote of all committees of the District Three Foundation.
 - 3) She shall also perform such other duties as the Board of Trustees may, from time to time, designate.
- G) Chairman-Elect. The Chairman-Elect shall perform all duties incumbent upon the Chairman during the absence or disability of the Chairman and shall perform such other duties as the Chairman may, from time to time, designate.
- H) Treasurer. The Treasurer shall have all powers and perform all duties commonly incident to and vested in the office of the treasurer of an association, including these duties and responsibilities:
 - 1) She shall be responsible for developing and reviewing the fiscal policies of the District Three Foundation.
 - 2) She shall ensure that an account is maintained of all monies received and expended for the use of the Foundation.
 - 3) She shall ensure that all monies of the District Three Foundation are deposited in a bank or banks or trust company or trust companies approved by the Board of Trustees, and that authorized disbursements are made therefrom.

- 4) She shall render a report of the finances of the District Three Foundation at the annual meeting, or whenever requested by the Chairman, showing all receipts and expenditures for the current year.
 - 5) She shall also perform such other duties as the Chairman may, from time to time, designate.
- I) Secretary. The Secretary shall have all the powers and perform all duties commonly incident to and vested in the office of Secretary of an association, including the following duties and responsibilities:
- 1) She shall be a member of the Board of Trustees and attend all Board meetings and meetings of such committees to which she may be appointed, and be responsible for keeping and preserving in the books of the District Three Foundation, and distributing true minutes of the proceedings of all such meetings.
 - 2) She shall ensure that all notices are given in accordance with these Bylaws.
 - 3) She shall perform such other duties as the Chairman may, from time to time, delegate.
- J) 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 comprise the Chairman, Chairman-Elect and the Treasurer. In the intervals between meetings, the Board of Trustees shall delegate to such 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 power 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. Special meetings of the Executive Committee may be called by any member thereof on a one-day notice to the other members thereof.
- B) Other Committees. The Chairman may create such other committees as she deems advisable and to define their duties.

Article VI: Fiscal Year

The fiscal year of the District Three Foundation shall commence on October 1 and terminate on September 30.

Article VII: Indemnification

- A) The District Three Foundation shall be authorized to indemnify each member of the Board of Trustees, as described in Article III hereof, and each of its officers, as described in Article IV hereof, for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.
- B) The District Three 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, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against her/him by reason of being or having been such a Trustee or officer and acting within the scope of her/his official duties, but only when the determination shall have been made judicially or in the same manner herein provided that she acted in good faith for a purpose that she 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 her conduct was unlawful. This indemnification shall be made only if the District Three Foundation shall be advised by its Board of Trustees

acting 1) by a quorum consisting of Trustees who are not parties to such action or proceeding upon a finding that, or 2) if a quorum under 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 officer of the Foundation shall include every Trustee and officer thereof and former Trustees and officers thereof. 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 Trustees or officer 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 charitable, educational, literary and scientific purposes within the meaning of sections 170(c) (2) (B), 501 (c) (3), 2055 (a) (2), and 2522 (a) (2) of the Internal Revenue Code of 1954. No substantial part of the activities of the Foundation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall be empowered to make the election authorized under section 501 (h) of the Internal Revenue Service Code of 1954. 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 of 1954 as an organization described 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 of 1954 (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 of 1954.

The District Three Foundation shall use its funds only to accomplish the objectives and purposes specified in this Constitution/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 organization organized and operating for profit, except that the District Three 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 District Three Foundation shall, after paying or making provision 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) a nonprofit organization or organizations that may have been created to succeed the Foundation, so long as such organization or each of such organizations shall qualify as a governmental unit that limits the use of any assets distributed to public purposes under section 170 (c) of the Internal Revenue Code of 1954, or as an organization exempt from federal income taxation under section 501 (a) of such Code as an organization described in sections 170 (c) (2) and 501 (c) (3) of such Code and/or;
- B) a nonprofit organization or organizations having similar aim and objectives as the District Three Foundation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organization 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 of 1954 or as an organization exempt from federal income taxation under Section 501 (a) of such Code as an organization described in sections 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 District Three 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.

This fourteen-day rule may be suspended by a 24-hour notice and a two-thirds vote of the Board of Trustees.

Notwithstanding the foregoing, an amendment to these Bylaws shall not become effective until it is ratified by a two-thirds vote of the members present at Conference in District Three, Altrusa International, Inc.

This Constitution and these Bylaws are subscribed to by the following individuals authorized by the members of District Three, Altrusa International, Inc. in meeting April 16, 1999.

Shirley J Foor, Governor

Pauli Skomp, Treasurer

Donna Johnson, Governor-Elect

Holly Cormack, Secretary

Having affixed their seals, the above individuals declare that the Bylaws of the District Three Foundation, which was organized in 1991, are amended on this the _____ day of April, 1999.