

Southington Education Foundation, Inc.

By-Laws

Article I

Legal Status

Section 1. *Legal Status:* The Southington Education Foundation, Inc. (hereinafter the “Foundation”) is a non-profit corporation organized under the laws of the State of Connecticut with tax exempt status under Section 501(c)(3) of the Federal Internal Revenue Code.

Section 2. *Purpose and Mission:* The Southington Education Foundation, Inc. is committed to instilling a life-long love of learning in all children through innovative, creative learning experiences that expand upon existing educational opportunities. The Foundation will partner with the community to secure resources, inspire excellence, and enrich student achievement.

The Foundation will seek to raise private funds from institutional, private, and public sources. The money raised by the Foundation may be used for immediate grants and/or projects, and to create and establish a lasting endowment to now and forever fulfill the Foundation’s mission and purpose.

Section 3. *Relationship to the Southington Board of Education.* The Foundation’s assets are not to be used to supplement costs associated with salary, wages, and/or benefits of the employees of the Southington Board of Education. The Foundation’s assets shall not be expended for the operation of school facilities or for the day-to-day expenditures of the Southington School District. The Foundation shall not be operated or connected in any manner with budgeting requests by the Town of Southington or the Southington Board of Education. The assets of the Foundation shall not fund any projects or activities previously funded by the Southington Board of Education.

Article II

Organization

The Southington Education Foundation, Inc., shall be organized as follows:

Section 1. *Board Members:* The Foundation shall have a Board that shall consist of no more than 40 Board Members. Any individual is eligible to serve as a Board Member. A Board Member is defined as an individual who agrees to assume the duties of contributing his or her time, talent, and resources to further the charitable and educational purposes of the Foundation. Board Members’ duties shall also include serving on at least one committee as established by the Executive Committee. A Board Member shall have no specific term. An Executive Committee (as defined herein after) shall consist of Board Members so nominated and elected. Board

Membership shall be terminated by the death or resignation of a Board Member or may be terminated by a simple vote of the majority of the then serving Executive Committee should it so be determined that a Board Member no longer satisfies the duties required for Board Membership.

Should the resignation or termination of a Board Member create a vacancy, the vacant Board Membership may be filled at any time thereafter by an individual who is nominated by any then serving Board Member and confirmed by a simple majority vote of the Executive Committee at a regular or special meeting of the Executive Committee. The Board shall meet at the minimum of once per year at an Annual meeting, and/or from time to time as called for by the Executive Committee.

Section 2. Executive Committee: The Foundation shall be governed by an Executive Committee that shall manage all of the activities of the Foundation. An Executive Committee member shall be defined as a Board Member elected to serve on the Executive Committee who shall have the additional duties of governing the Foundation, obtaining and raising contributions by reaching out to institutional, private and public sources, including but not limited to business organizations, civic organizations and individual donors; overseeing grants made by the Foundation; proposing and implementing projects that comport with the mission of the Foundation. Members of the Executive Committee will work to foster, build and maintain lasting community connections and be charged with the fiduciary obligations if so undertaken to raise an endowment to further the general mission and purpose of the Foundation.

Section 3. Number and Term of Executive Committee Members: There shall not be fewer than nine (9) and not more than fourteen (14) Executive Committee members. The Executive Committee will be comprised of officers and chairs of Standing Committees as defined in these by-laws or any other individual who it is determined will assist the Executive Committee in furthering its duties. New members of the Executive Committee will serve for a term of three (3) years. No Executive Committee member shall serve more than two (2) consecutive three (3) year terms.

Section 4. Compensation. Executive Committee Members and Officers shall not receive any compensation for their services in such capacity. The Foundation may reimburse Board Members and other individuals for expenditures made on behalf of the Foundation.

Section 5. Elections. Nomination to serve on the Executive Committee will be made by those Executive Committee members then serving prior to each annual meeting by a majority vote of the Executive Committee members. Executive Committee members shall be nominated from those serving as Board Members. These new Executive Committee members shall be presented and installed at the Annual Meeting as provided by these by-laws.

Section 6. Removal. Any Executive Committee member may be removed with or without cause by a vote of two-thirds majority of the Executive Committee. Any Executive Committee

Member may resign by delivering his or her written resignation to the Chairperson, Vice-Chairperson, or Secretary.

Section 7. Officers of the Executive Committee. The Executive Committee shall have officers that shall consist of a Chairperson, Vice-Chairperson, Treasurer, and Secretary. Each officer shall be nominated and elected by a simple majority vote of the members of Executive Committee then serving and shall be presented at the Annual Meeting of the Board Membership.

Section 8. Vacancy on the Executive Committee. A vacancy on the Executive Committee may be filled by one of the remaining Executive Committee Members or by a Board Member who shall be elected for the Executive Committee by a simple majority vote of the remaining members serving on the Executive Committee.

Section 9. Ex-Officio Members. The Superintendent of the Southington School System shall be an Ex-Officio Member of the Executive Committee. An Ex-Officio Executive Committee Member shall have all the powers and privileges of an Executive Committee Member with the exception of voting rights.

Article III

Meetings

Section 1. Annual Meeting. The Annual Meeting shall be held in April of each year, or in such other month and at such time as the Executive Committee shall determine and may be held at such time and place as fixed by the Executive Committee.

Section 2. Regular and Special Meetings of the Executive Committee. Regular meetings of the Executive Committee may be held at a fixed time and place within the District and shall be established by its members. The Executive Committee shall meet no fewer than six (6) times per year. Notice is not required of regular meetings.

Special meetings of the Executive Committee may be called at any time by the Chairperson or at the request of a majority of the members of the Executive Committee. The Secretary shall give ten (10) days notice of the time and place of each special meeting. Only that business specified in the notice shall be conducted at a special meeting called for that purpose.

Section 3. Quorum. At any meeting of the Executive Committee a simple majority of Executive Committee members shall constitute a quorum for the transaction of business. If a quorum is not present at a regular or special meeting, the meeting shall be adjourned and rescheduled until a quorum is present.

Section 4. Action. At any meeting of the Executive Committee at which a quorum is present, the action of the Executive Committee on any matter brought before the Executive Committee shall be decided by vote of a majority of those present.

Section 5. Consent. Unless the certificate of corporation or by-laws provide otherwise, the Executive Committee members may permit any or all Executive Committee members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may simultaneously hear each other during the meeting. An Executive Committee member participating in a meeting by this means is deemed to be present in person at the meeting.

Article IV

Committees

Section 1. Standing Committees. There shall be five standing committees: Board Development, Finance, Resource Development, Grants and Programs, and Marketing. Standing Committees shall be co-chaired by members of the Executive Committee. Committee Chairs will report at Executive Committee meetings as requested or as need arises.

- a. The Board Development Committee is responsible for the development of the membership of the Foundation. It plans strategies for recruitment and assesses skill needs. It plans orientation and training; it creates and updates the Board Policy Manual. The Board Development Committee may also be called on to form a Nominating Committee whose task is to provide a slate of candidates for the Executive Committee.
- b. The Finance Committee is responsible for planning, monitoring, and overseeing the Foundation's use of financial resources. The Finance Committee prepares the Foundation's budget and develops appropriate procedures for budget preparation to ensure consistency between the budget and the organization's plans. The Treasurer will Chair or Co-chair this committee.
- c. The Resource Development Committee is responsible for organizing and implementing the Foundation's fundraising events and activities. Additionally, the Resource Development Committee is responsible for building relationships with potential donors and stewarding sponsorships.
- d. The Grants and Programs Committee. This Committee is responsible for the process of review for initiatives or projects the Foundation shall support. This committee oversees the review of grant applications received by the Foundation; it reaches out to the community to promote grants, and from time to time as need arises puts forth a review of the grants criteria. Additionally, this committee shall reach out to develop new Programs through its own initiatives or projects as well as by consideration to opportunities brought to the attention of the Foundation.
- e. The Marketing Committee shall enhance the image of the Foundation to the community through varied media. This committee shall plan and implement strategies so to promote a clear and positive image of the Foundation's mission, its accomplishments and its impact.

Section 2. Appointment. With the approval of the Executive Committee, the Chairperson shall appoint the Chair and/or Co-Chair for the Standing Committees

Section 3. Terms. The term of a Committee Chair shall be at the discretion of the Foundation's Chairperson. Committee Chairs and members may be appointed to successive terms.

Section 4. Other Committees. The Executive Committee or Chairperson may designate temporary, advisory and support committees and may invest such committees with such powers and responsibilities as it sees fit. All committees shall report periodically to the Executive Committee.

Article V

Duties and Term of the Officers of the Executive Committee

Section 1. Chairperson. The Chairperson shall exercise general supervision of the affairs of the Foundation and shall preside at all meetings of the Executive Committee. The Chairperson may establish committees and shall be an ex-officio member of any committee. The Chairperson shall appoint Chairs and/or Co-Chairs to the Standing Committees. The Chairperson or the Chairperson's designee shall be the spokesperson to the media on behalf of the Foundation.

Section 2. Vice-Chairperson. In the absence or disability of the Chairperson, his or her powers and duties shall be performed by the Vice-Chairperson. The Vice-Chairperson shall have such other powers and perform such other duties as the Executive Committee shall from time to time designate.

Section 3. Secretary. The Secretary shall record all minutes, votes, and proceedings of the Executive Committee at its meetings. The Secretary shall perform such duties and have such powers additional to the foregoing, as the Chairperson shall designate, including correspondences.

Section 4. Treasurer. The Treasurer will monitor all receipts and expenditures of the Foundation and give a report on the financial activities of the Foundation to the Executive Committee at each meeting, and will present a budget report at the Annual Meeting to the Full Board Membership.

Section 5. Term. An Officer shall serve a term of one year. The Chairperson shall not serve more than two (2) consecutive terms.

Section 6. Election and Vacancies Officers shall be selected from the Executive Committee and shall be elected annually and presented and installed at the Annual Meeting.

Section 7. Removal and Resignation. An officer may be removed from his or her office by a vote of at least two-thirds (2/3rds) of the directors. Resignation of an officer shall be accomplished by delivery of a written letter to the Chairperson, Vice-Chairperson, or Secretary.

Section 8. Checks. The Treasurer shall sign all checks for the payment of money on behalf of the corporation in amounts not exceeding one thousand dollars (\$1,000). Approval by the Executive Committee is required for checks exceeding one thousand dollars (\$1,000).

Article VI

Amendments to the By-Laws

These by-laws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a two thirds (2/3rds) majority of the members of the Board membership present at any meeting, the notice of which contains a statement of the proposed alteration or amendment. Any such alteration or amendment shall not become effective until approved in writing by the Foundation.

Article VII

Dissolution

Upon dissolution of the Foundation structure or the failure of the Executive Committee to perform its function hereunder, the Foundation shall provide for distribution of its remaining assets from the endowment for tax exempt purposes in a manner consistent with the purposes set forth in these by-laws, and/or any donor-designated purpose or restriction and applicable law.

Article VIII

Annual Report

The Executive Committee shall make available a written report annually to all members of the Foundation that sets forth the activity of the Foundation, the state of the endowment, and the future goals of the Foundation.

Article IX

Fiscal Year

The Foundation shall have a fiscal year that begins on January 1 and concludes on December 31 of that same year.

Article X

Conflict of Interest

A member of the Executive Committee shall excuse him or herself from a vote upon which such Board member or members of his or her immediate family has a material financial interest: provided however, that the foregoing shall not affect the right of any person to make a donation to the Foundation.

Article XI

Indemnification

The Foundation shall indemnify Executive Committee member, officer, employee and agent of the Foundation, from liability at any time incurred as a direct or indirect result of, or in the course, of, that party's position with the Foundation or that party's director of indirect service to the Foundation, in such capacity, in any event to the fullest extent that is permitted under applicable law.

Article XII

Operation, Capital, and Other Accounts

The Foundation shall establish an operating account and a capital account. The operating account shall be used for the day-to-day operations of the Foundation. The capital account shall be used for the purpose of creating an endowment. Funds raised by the Foundation shall be placed into the operating account. By a majority vote of the Executive Committee, money may be transferred from the operating account to the capital account.

The capital account shall be a restricted account established for the purpose of creating an endowment. The income from the capital account may be expended or added to the principal as from time to time determined by the majority of the Executive Committee. The principal of the capital account may not be invaded except that up to twenty-five percent thereof in any one year may be invaded by a majority vote of the Executive Committee at any regular or special meeting.

The Executive Committee may establish by a majority vote additional accounts necessary to carry out the intentions of any donor designated gift or bequest.

Article XIII

Audit

At the discretion of the Executive Committee, a fiscal year-end audit of the Foundation's financial records shall be conducted and a financial report prepared.

(Revised 03-31-2015)