

East Haddam Community Foundation Inc

Bylaws

7 February 2022

Article I General

1. The official, legal name of the organization is East Haddam Community Foundation Inc (hereinafter, the “Foundation”).
2. The Foundation’s purpose is to support, enhance, and enrich the lives of all East Haddam residents, now and in the future, by providing meaningful resources and assistance to the community of East Haddam. Monies accumulated by the Foundation through fundraising, donation, or gift shall be used exclusively for the benefit of legal residents of East Haddam, CT. The Foundation is organized exclusively for charitable purposes under section 501(c)(3) of the United States Internal Revenue Code. No part of net earnings shall inure to the benefit of any officers or private persons except that the Foundation shall be authorized to pay reasonable compensation for services rendered. The Foundation shall not carry on any activities or business not permitted under section 501(c)(3) of the United States Internal Revenue Code.
3. Official Address and Registered Agent. The official address of the Foundation is 84 Town Street, East Haddam, CT 06423. The registered agent is Christina A. Burke, Executive Director of the Foundation.
4. The Fiscal Year of the Foundation shall begin January 1 and end the succeeding December 31.
5. Upon dissolution of the Foundation, all assets must be donated to a qualifying 501(c)(3) entity serving the community of East Haddam, CT.

Article II

Governance, Directors/Officers, Ad Hoc Committees, and Advisory Council

1. The Foundation is formed as a Domestic Non-Stock, Non-Profit Corporation incorporated in the State of Connecticut 23 November 2021. The Corporation does not have members.

2. The Foundation shall be governed and directed by a Board of Directors. Executive authority in all matters related to the Foundation resides with the Board of Directors.
 - 2.1 The number of Directors shall be no fewer than 5 and no more than 11.
 - 2.2 All Directors must be legal residents of East Haddam, CT, and must be at least 21 years of age to vote on financial matters. Directors 16-21 years of age may serve on the Board and vote on non-financial policy matters to represent interests of younger people in the community.
 - 2.3 Paid elected officials may not serve on the Board of Directors but may serve on an Ad Hoc Committee or the Advisory Council.
 - 2.3 The Board of Directors shall include one Executive Director, one Treasurer/Director, and one Secretary/Director.
 - 2.4 Directors shall be elected by a simple majority vote of the Board of Directors. Directors shall serve a term of two (2) years with a maximum of two (2) consecutive terms. Elections will be held in April of each year as positions are vacated.
 - 2.5 An ad hoc Nominating Committee shall be formed to present a single slate of Directors.
 - 2.6 Any Director may be removed by a simple majority vote of the Board of Directors at any time.
 - 2.7 Vacancies in the Board of Directors may be filled by appointment of the Executive Director.

3. Duties
 - 3.1 The Executive Director shall provide general direction and supervision of all affairs of the Foundation, preside over all meetings of the Board of Directors, and appoint ad hoc committees or councils to further the business of the Foundation.
 - 3.2 The Treasurer/Director shall supervise all financial accounts of the Foundation and report to the Board quarterly or at the request of the Executive Director.

- 3.3 The Secretary/Director shall take attendance at meetings and establish quorum; take notes, prepare, and publish official minutes of all Board meetings; and maintain all official documents and records of the Foundation.
 - 3.4 Directors should attend all meetings, volunteer for ad hoc committees, and participate in and contribute to the business of the Foundation.
 4. Meetings
 - 4.1 The Board of Directors shall meet a minimum of four times per year, the last Sunday of January, April, July, and October, at a location to be determined. Ad hoc committees will set their own schedules based on the needs of their project or task.
 - 4.2 The Executive Director may, upon not less than three (3) business days' notice, call special meetings of the Board of Directors for any reason.
 - 4.3 A simple majority of Directors shall constitute a quorum for the transaction of any business of the Foundation. The act of a majority of Directors present at a meeting at which a quorum is established shall be considered an act of the Board of Directors.
 - 4.4 The Board of Directors may permit any or all Directors to participate in a regular or special meeting of the Board of Directors through the use of any technology by which all Directors can communicate with each other. A Director participating by phone or online conferencing technology shall be considered present at the meeting for the purposes of establishing quorum.
5. The Executive Director shall establish an Advisory Council comprised of no fewer than 3 but no more than 21 members. Members must be legal residents of East Haddam, CT. The Executive Director and Board of Directors shall meet with the Advisory Council at least once per year in order to solicit general feedback and ideas from the community. At his discretion, the Executive Director may call on one or more members of the Advisory Council to advise the Board of Directors in the business of the Foundation.
6. Ad Hoc Committees shall be formed at the direction of the Executive Director to further a project or initiative of the Foundation. At least one Director will serve on each committee. Any legal East Haddam resident, at the discretion of the Board of Directors, may serve on any committee.

Article III

Code of Conduct and Conflicts of Interest

1. The Foundation, in the pursuit of its charitable mission, operates within the public trust and strives to maintain the highest code of conduct in all its endeavors. Members of the Board of Directors, Committees, or Advisory Council are expected to commit themselves to ethical and professional conduct, without conflict of interest, including the proper use of authority and appropriate decorum.
2. Directors, Committee Members, or Advisory Council Members, Employees, or Contractors of the Foundation shall not, at any time, receive or be entitled to receive any compensation or profit from the business of the Foundation or upon its liquidation or dissolution, except reasonable compensation for services actually rendered or reimbursement of pre-approved expenses.
3. Directors, Committee Members, or Advisory Council Members, Employees, or Contractors of the Foundation may not accept any payment or article of value from a grantee or potential grantee on behalf of the Foundation.

Article IV

Donations and Distributions

1. The Foundation shall solicit donations in pursuit of its stated mission. Unless otherwise defined, all donations are classified as unrestricted funds whereby the Foundation has complete discretion in the use of such funds. The Foundation may, at the full discretion of the Board of Directors, accept field of interest funds.
2. The Foundation shall not solicit or accept designated donations or donor advised donations.
3. The Board of Directors shall determine the criteria by which any and all funds are distributed to the community of East Haddam in support of the Foundation's mission.

Article V Indemnification

1. The Foundation shall indemnify any Director, Committee Member, or Advisory Council Member acting lawfully and in good faith on behalf of and in the best interest of the Foundation, who is or was wholly successful on merits or otherwise in his or her position or official capacity, against any threatened, pending, or completed legal action and reasonable expenses incurred in connection with said legal action.
2. The termination of a legal action by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director, Committee Member, or Advisory Council Member did or did not meet the standard of conduct described in Article III.
3. The Foundation may not indemnify a Director, Committee Member, or Advisory Council Member in connection with a legal action in which the individual was adjudged liable to the Foundation, or, in connection with any other legal action charging improper personal benefit.
4. Indemnification by the Foundation in connection with any legal action is limited to reasonable expenses incurred in connection with the legal action.
5. The indemnification and advance for expenses provided for or authorized by this Article IV does not exclude any other rights to indemnification and advance for expenses that an individual may incur.
6. This Article IV does not limit the Foundation's power to pay or reimburse expenses incurred by a Director, Committee Member, or Advisory Council Member, Employee, or Agent in connection with the individual's appearance as a witness in a legal action against the Foundation if the individual has not been made a named defendant or respondent to the legal action.
7. At the discretion of the Board of Directors, the rights of indemnification herein provided may or may not continue as to an individual who has ceased to serve as a Director, Committee Member, or Advisory Council Member, Employee, or Contractor and may or may not inure to the benefit of heirs, executors, administrators, and other legal representatives of such individual.

8. Subject to the limitations above imposed in this Article IV, it is intended by this Article to grant indemnification to the full extent permissible under the law. It is not intended, however, that the provisions of the indemnification shall be applicable to matters which indemnification would be contrary to the laws of the State of Connecticut or the United States of America whether as a matter of public policy or pursuant to any statutory provision.

Article VI

Review of and Amendments and Revisions to Bylaws

1. The Board of Directors shall review these Bylaws in January of each year.
2. These Bylaws may be amended, revised, or repealed in toto by a simple majority vote of the Board of Directors at any regular or special meeting of the Board of Directors at which a quorum is present and which follows the formal submission to the Executive Director of the proposed action.