**The North Carolina Delta Kappa Gamma Educational Foundation**

**Bylaws**

**Article I: Legal Authority**

The North Carolina Delta Kappa Gamma Educational Foundation is chartered as a non-profit corporation under and by virtue of the laws of the State of North Carolina, as contained in Chapter 55A-1-40(4) of the General Statutes of North Carolina (Non-profit Corporate Act). In accordance with Internal Revenue Code 1986 Section 501(c)(3), the purposes of this charitable organization are limited to educational and public not-for-profit activities. Operating in alliance with The North Carolina State Organization of The Delta Kappa Gamma Society International (Eta State), hereinafter referred to as Eta State, the Foundation subscribes to principles which support the professional and personal growth of women educators and excellence in education.

**Article II: Name and Location**

**Section 1: Corporate name**

 The name of this Foundation shall be “The North Carolina Delta Kappa Gamma Educational

 Foundation,” hereinafter referred to as the Foundation.

**Section 2: Location**

 The principal office of the Foundation shall be located in the city of Asheboro, Randolph

 County, North Carolina. Its registered office/agent shall be located in the city of Boone,

 Watauga County, North Carolina. These designations may be changed upon recommendation

 of the Foundation board, with approval of the Executive Board of Eta State and the filing of

 an appropriate certificate with the North Carolina Secretary of State.

**Article III: Mission and Purpose**

**Section 1: Mission**

 The mission of the Foundation is to procure funding to serve broad charitable educational

 purposes relating to the professional and personal development of women educators and

 excellence in education.

**Section 2: Purposes**

 The Foundation exists for these purposes:

 A. To raise, manage, and distribute funds to satisfy its mission

 B. To encourage and support special projects related to learning and literacy

 C. To further the professional and personal development of women educators

**Section 3: Restrictions**

The Foundation is organized exclusively for charitable educational purposes as stipulated under

 section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal

 tax code. No activities of the Foundation shall support political campaigns on behalf of, or in

opposition to, any candidate for public office; be involved with circulating propaganda or otherwise attempting to influence legislation; restrict Foundation involvement on the basis of race, religion, gender, or national origin; or do anything to disqualify its tax-exempt status pursuant to Section 170(c)(2) of the Internal Revenue Code.

2

**Article IV: Membership**

 **Section 1: Members**

All members of Eta State shall be members of the Foundation. There shall be no fees

for membership.

 **Section 2: Participation of Members**

 A. Members may attend the Annual Meeting of the Foundation.

 B. Members may participate in the nomination and election of the Foundation’s Board of

 Directors.

 C. Members may volunteer to be a Chapter Liaison for the Foundation, volunteer to serve on a

 Foundation committee, or volunteer to assist with Foundation activities.

 D. Members may make financial contributions and/or assist in raising funds to support the

 charitable work of the Foundation.

 E. Members may apply for assistance with educational projects involving learning and literacy

 -- including professional development, educational research, and qualifying classroom,

 school, or community projects.

**Article V: Board of Directors**

**Section 1: Governance**

A. The business, property, and programs of the Foundation shall be managed and controlled by

 a Board of Directors composed of no fewer than eight (8) directors – all of whom are members

 of Eta State, including one designated by the Board to serve as treasurer of the Foundation.

 B. In addition to the above directors, the president of Eta State shall serve as an ex-officio, voting

 member of the board. If she is unable to serve, the first vice president of Eta State shall serve

 as the ex-officio, voting member. The second vice president of Eta State shall serve as an ex-

 officio, non-voting member of the board.

 C. The Board will include representation from the three (3) areas of the state: east, central, and west.

**Section 2: Election and Terms of Office**

 A. Directors shall be elected by majority vote of Foundation members present at the Annual

 Meeting from nominees submitted by the Foundation’s Nominations Committee. [The president

of Eta State, in consultation with the Eta State Executive Committee shall appoint the initial Board of Directors for a two-year term, after which the above rule applies.]

 B. The first elected Board of directors shall be composed of twelve (12) members: four elected for

 three (3) years, four elected for four (4) years, and four elected for five (5) years.

 C. The term of office for subsequent directors shall be four (4) years, with terms staggered so that

 terms expire on a rotating basis every two years.

 D. Directors shall be limited to two (2) consecutive terms (8 years), after which a director may not

 be reconsidered for re-election to the Board for at least two (2) years. The Board may, at its

 discretion, waive this limitation for the position of treasurer.

**Section 3: Vacancies**

 Vacancies occurring on the Board shall be filled by recommendation of the current Board of

 Directors for the unexpired term or until a successor is duly elected.

**Section 4: Responsibilities**

 The Board of Directors shall control and manage all affairs and assets of the Foundation, make

 contracts and purchases, direct all expenditures, and shall administer the affairs of the

 Foundation in such a manner as will carry out the mission and purposes of the Foundation. Specific responsibilities of the Board of Directors include the following:

 3

 A. Promote the Foundation’s mission and purposes

 B. Review and implement strategic plans which support Eta State initiatives

 C. Assure effective organization, planning, and management of resources

 D. Assure the legal and ethical integrity of the Foundation and maintain accountability

 by staying abreast of 501(c)(3) compliance regulations on an annual basis

 E. Develop a manual of policies and procedures relating to all aspects of the Foundation’s

 management, and conduct all Foundation business and activities within the parameters of

 those guidelines and 501(c)(3) regulations

 F. Serve as advocates for the Foundation in the Eta State community of chapters

 G. Demonstrate to others personal support for the Foundation

 H. Assist with fundraising by personally garnering funds for the Foundation, by identifying

 potential contributors and funding agencies, and by assisting in building relationships with

 same.

 I. Assure that all monies, securities, and other valuable effects are deposited to the account

 of the Foundation in such depositories as may be designated for that purpose by the board.

**Section 5: Prohibited Activities**

Directors shall neither participate in, nor allow activities of the Foundation to become involved

 in, circulating propaganda or otherwise attempting to influence legislation or engaging in any

 political campaign on behalf of, or in opposition to, any candidate for public office; nor shall

 the directors engage in, nor allow the Foundation to engage in, any other activity which would

 disqualify the Foundation as a corporation exempt from federal income tax under Section

 501(c)(3) of the Internal Revenue Code or disqualify it from receiving contributions which are

 deductible for income, gift, and estate tax purposes under Section 170(c)(2) of the Internal

 Revenue Code.

**Section 6: Compensation**

 Directors shall be volunteers and shall receive no compensation for their services. They may be

 reimbursed for certain expenses directly related to the mission and purposes of the Foundation as

 may be approved by the Board of Directors.

**Section 7: Commitment and Ethics**

 Each director must maintain a high commitment to the stated mission and purposes of the

 Foundation and exhibit the highest ethical standards in the conduct of business.

**Section 8: Removal**

 Any director or officer may be removed by a two-thirds (2/3) majority vote of all Directors

 whenever in their judgment her removal will be in the best interest of the Foundation.

**Article VI: Officers**

**Section 1: Officers.**

 Officers of the Foundation shall be as follows: the chair, the vice chair, the secretary, the

 treasurer, and other such officers or agents as the board may deem necessary for efficient

 administration of the Foundation. Other than the treasurer (who is designated by the

 Foundation Board), officers shall be elected biennially by majority vote of the directors.

 In the event of absence, inability, refusal to act, or the death of any officer of the Foundation,

 the Board may appoint any person from the Board to perform those responsibilities until a

 successor can be named.

4

 **Section 2: Election of Officers**

Members of the Nominations Committee who are members of the Board of Directors shall nominate qualified individuals to serve as Officers of the Board. The slate shall be presented

 at least ten (10) days prior to the last meeting of the board each biennium. The Board will vote

 at the last meeting [of fiscal year?] and new officers will assume responsibilities July 1.

 **Section 3: Term of Office.** The length of terms for officers of the Foundation shall be for two (2)

 years, with successive terms limited to a maximum of four (4) consecutive years. The Board,

 at its discretion, may waive this limitation for the position of treasurer.

 **Section 4: Responsibilities of Officers**

 **A. Chair:**. The chair shall be the chief executive officer of the Foundation, shall preside

 at all meetings, shall sign all contracts and other documents, shall serve as member ex-officio

 on all Foundation committees, and shall perform such other duties prescribed by the boar

 **B. Vice Chair:**  The vice chair shall preside at meetings in the absence of the chair and shall

 perform such other duties as prescribed by the board. In the event of absence, inability or

 death of the chair, the vice chair shall have all the powers and perform all the duties of the

 chair until the vacancy is filled.

 **C. Secretary:** The secretary shall be responsible for giving the directors proper notice of all board

 meetings; shall keep a record of all meetings, including board attendance and all actions taken

 by the board, certifying the accuracy and completeness of those minutes; shall organize and

 file Foundation papers for permanent keeping; and shall perform such other duties prescribed

 by the board.

 **D. Treasurer:**  The treasurer shall receive, hold, and disburse all funds, securities, and properties

 of the Foundation as directed by the board; shall keep (or have oversight of) detailed financial

 records to provide full and accurate accounting of all receipts and disbursements; shall provide

 an annual financial statement and other reports as directed by the board; shall file required

 reports to state and federal agencies; and shall perform such other duties assigned by the board.

**Article VII: Meetings**

 **Section 1: Meetings.** The Board of Directors shall meet at least semi-annually.

**Section 2: Special Meetings.**  Additional meetings may be called by the chair of the board with a five

 (5) days’ notice. Business may be transacted through electronic communication as long as all

 the members may simultaneously hear and interact with one another during the meeting.

**Section 3: Quorum.** A quorum shall be required and noted in the minutes for the conduct of business

 at each official Foundation meeting. **A majority of the Board of Directors constitutes a quorum**

and shall suffice for action on any motion presented unless otherwise stipulated in these

 bylaws.

 5

**Article VIII: Committees**

 The Board of Directors shall be empowered to establish such standing committees and special committees as are deemed necessary to carry out the mission and purposes of the Foundation, including but not limited to the following standing committees:

 **Section 1: Executive Committee**

 The Executive Committee shall consist of five (5) members of the Board: the chair, the vice chair, the secretary, the treasurer (all of whom serve the same function on the Executive Committee as on the Board), and the president or the first vice president of Eta State, who serves as an ex-officio

 voting member.

 **A. Responsibilities:** The Executive Committee shall be authorized to act on behalf of the

 Board of Directors as the need arises, except for those powers expressly reserved for the

 Board in these bylaws. All meetings of the Executive Committee are open to all directors,

 but only directors named as members of the Executive Committee may vote in such

 meetings.

 **B. Meetings:** The Executive Committee shall meet at the call of the Chair. Minutes shall be

 recorded and filed as a permanent record, and all actions taken shall be reported to the Board

 of Directors. Meetings may be held by telephone, video conferencing, or other method in

 which all participants may interact in discussion, and votes may be taken by those methods

 or e-mail.

 **C. Quorum:** The presence of five (5) members of the Executive Committee shall constitute a

 quorum. Concurrence by a majority of those present shall be required for action.

 **Section 2: Nominations Committee**

The Nominations Committee shall present to the Foundation’s membership names for the election

 of Directors. Their responsibilities include the following:

 A. Monitor the rotation of terms for directors

 B. Maintain on the Board of Directors the balance of skills needed to best accomplish the

 work of the Foundation

 C. Recruit for board membership persons of integrity, self-motivated and responsible, who

 demonstrate strong commitment to the mission and purposes of the Foundation and the

 work of Eta State

 D. At least three (3) members of the Board shall be members of the Nominations Committee.

 **Section 3: Finance Committee**

Responsibilities of the Finance Committee include the following:

A. Develop policies and procedures governing all financial operations of the Foundation

B. Work closely with the treasurer to oversee all financial operations, which may include

 fundraising, deposition and investment of funds, recordkeeping, audits, and review of

 financial reports and practices to assure compliance with 501(c)(3) regulations and

 Foundation policies regarding finance

 C. Develop an annual budget for board approval

 D. Develop a process for recognizing donor contributions

6

 **Section 4: Grants Committee**

Responsibilities of the Grants Committee include the following:

 A. Develop policies and procedures governing the process of approval for scholarships,

 projects, and other Foundation activities involving Eta State, its chapters, and its members

 B. Design application and assessment forms used in the awards process

C.Screen all applications for projects, scholarships, and grants prior to Board approval to

 assure that any activity to be funded in part or in total by the Foundation meets Foundation

 guidelines and all regulations of the Internal Revenue Code 1986, Section 501(c)(3)

 D. Prepare promotional materials and presentations to advertise awards available from the

 Foundation

 **Section 5: Communications Committee**

Responsibilities of the Communications Committee include the following:

1. Develop policies and procedures governing all communications of the Foundation with members, with donors, and with the general public.
2. Communicate the activities, awards, and accomplishments of the Foundation to members

[donors, and the general public?] via a newsletter or other appropriate means.

1. Maintain a website with current information.
2. Designate at least one member of the committee to send personal correspondence to thank donors making sizeable contributions to the Foundation.

**Section 6: Fund-raising Committee**

Responsibilities of the Fund-raising Committee include the following:

1. Develop policies for fund-raising that fall within parameters laid by the IRS for PUBLIC 501(c)(3) non-profits.
2. Develop and present for Board approval long-term plans (3-year, 5-year, 10-year projections) for the Foundation’s fund-raising objectives.
3. Develop detailed plans for meeting annual fund-raising objectives and give oversight to meeting those fund-raising goals.
4. Give oversight to ad hoc committees formed to conduct major fund-raising events (i.e. a Capital Campaign).

**Article IX: Finance and Audits**

 **Section 1: Income and Disbursements**

 A Foundation fund shall consist of invested principal and the income from that invested

 principal. All contributions to the fund shall be considered principal unless otherwise designated by the donor and accepted by the Board of Directors. All returns derived from the principal shall be considered income, which shall be used for grants and payment for other services rendered to recipients and for administrative/operational expenses. Income shall be distributed according to rules established in a policy manual by the Board of Directors.

**Section 2: Acceptance/Rejection of Gifts**

 The Foundation shall procure funding from donations, bequests, gifts, and grants. The

 Foundation reserves the final option for acceptance or rejection of a prospective charitable gift

 or donation.

**Section 3: Grants from Other Foundations/Government Entities**

 Grants applied for and received from other foundations or governmental bodies will be used as

 stipulated by the granting agency and will not become invested principal.

7

**Section 4: Funding Chapter Projects**

 As funds become available, Foundation grants may be made available for approved chapter

 projects that meet 501(c)(3) regulations and Foundation requirements.

**Section 5: Conflict of Interest**

 No part of the net income of the Foundation, nor any other funds raised by the Foundation, shall inure to the benefit of or be distributable to its directors, officers, or other persons involved in the administrative work of the Foundation, or to any private firm, individual, or consultant, except that the organization shall be authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of its mission and purposes as set forth in these bylaws and approved by the Board of Directors. Annually a statement of disclosure of actual or potential conflict of interest shall be signed by each officer and director.

**Section 6: Indemnification of Offices and Directors**

 The Foundation shall indemnify all officers and directors of the corporation for all expenses,

 including attorneys fees, incurred by them in consequence of any action, suit or proceeding,

 threatened or instituted under all circumstances mandated and permitted by Sections 55A-17.2

 and 55A-17.3 of the General Statutes of North Carolina, or corresponding provisions of law

 hereafter enacted. The cost of such will be paid by the Corporation.

**Section 7: Deposits and Disbursements**

 All cash, restricted and reserve funds of the Foundation shall be deposited in banks or

 depositories under the name of The North Carolina Delta Kappa Gamma Educational

 Foundation. Any and all disbursements from such accounts shall be made only by checks or

 similar money orders signed by the Foundation treasurer and another designated officer of the

 board. Only banks or depositories whose accounts are insured may be used.

**Section 8: Annual Reports**

 The Finance Committee and treasurer shall provide an annual financial report to the

 Foundation Board and the membership at the Foundation’s Annual Meeting. The Board of

 Directors shall publish annually a report of Foundation activities that includes a financial

 statement, available to members, donors, and the general public.

**Section 9: Annual Audit**

 The Finance Committee and treasurer shall schedule an end-of-year audit by a certified public

 accountant when required by the board, the IRS, or other government agency.

**Section 10: Fiscal Year**

 The fiscal year shall be from July 1 to June 30.

**Article X: Authority**

 **Section 1. Administration**

 Rules governing the administration of the Foundation and the criteria for grants and awards

 shall be determined by the Board of Directors in accordance with procedures outlined in these

 bylaws.

 **Section 2: Funds**

 The Board of Directors has sole responsibility for the management and distribution of funds

 under the bylaws and rules of the Foundation.

 8

**Article XI : Corporate Seal**

The official seal of the Foundation shall consist of the words “The North Carolina Delta Kappa Gamma

Educational Foundation” and the words “CORPORATE SEAL” inscribed within two concentric circles.

**Article XII: Parliamentary Authority**

The rules contained in *Robert’s Rules of Order Newly Revised* (current edition) shall govern Foundation proceedings in all cases to which they are applicable and in which this authority is not inconsistent with other Foundation rules and any state or federal statutes applicable to this organization that do not authorize the provision of these bylaws to take precedence. The chair shall appoint a parliamentarian.

**Article XIII: Amendments to Bylaws**

 The bylaws may be amended by a two-thirds (2/3) vote of the directors with ten (10) days’ prior written notice of the proposed amendment.

 **Article XIV: Dissolution and Distribution of Assets**

 In the event that either by vote of the Board of Directors or by legal action or otherwise, this

 Foundation is dissolved, its assets after payment of all outstanding obligations shall be transferred

 and delivered to such other non-profit corporation or non-profit organization qualified under Section

 501(c)(3) of the Internal Revenue Code as will carry out the purposes and policies set forth in the

 Articles of Incorporation. No member, officer, or director of the Foundation shall be entitled to share

 in the distribution of any Foundation assets upon dissolution of the Foundation. Should assets be

 disputed, they shall be distributed as determined in the appropriate division of the NC General Court

 of Justice.

Adopted April 26, 2014

Amended April 2, 2016

 Article V, Section 2, added new B

Revised August 15, 2016

 Article V, 4, H; Article VI, added Section 2

 Article VIII, Section 2, added D; added Sections 5 and 6