



COLLEGE PARK COMMUNITY FOUNDATION

BYLAWS

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ARTICLE I: PURPOSE

Section 1.01 The College Park Community Foundation (the “Foundation”) is a component fund of the Community Foundation of the National Capital Region (CFNCR). Through this relationship the Foundation is a 501(c)(3) organization as determined by the Internal Revenue Code. Specifically, but not limited to the following, the Foundation will:

- (a) Organize community resources and function as a networking agent for local nonprofits
- (b) Make grants to support community-based programs, projects and activities
- (c) Fundraise to support the above missions

ARTICLE II: BOARD OF DIRECTORS

Section 2.01 POWER OF THE BOARD: The Board of Directors is responsible for the management of the affairs of the Foundation and shall possess, and may exercise, any and all power vested in the Foundation by the State of Maryland. All corporate powers may be exercised by or under the direction of the Board of Directors.

In addition, Affiliate Board Members (“Affiliates”) may attend meetings, serve on committees, and conduct business on behalf of the Foundation as directed by the Board of Directors, but may not vote on official business of the Foundation or serve on the Executive Committee.

Section 2.02 TERM OF THE BOARD: Director’s terms shall be two (2) years. Directors may serve two (2) consecutive terms (a total of 4 years) on the Executive Committee. After a minimum one-year hiatus, former members who have previously reached the maximum term limit of the Executive Committee will be eligible for nomination for additional terms on the Executive Committee. Directors of the Executive Committee of the inaugural board will be eligible to serve for a term of five (5) years on the Executive Committee before cycling off of the board to facilitate knowledge management and the transfer of institutional knowledge. Former board members are eligible to serve as Affiliate Board Members as defined in Section 2.01.

Section 2.03 NUMBER OF DIRECTORS: The Board of Directors shall be composed of no fewer than seven (7) and no more than fifteen (15) directors. The Board, by a majority vote, may appoint up to eight (8) Affiliates as defined in section 2.01.

Section 2.04 APPOINTMENT TO THE BOARD: The Board Development Committee (BDC) shall provide recommendations for additional directors or vacant seats. The BDC shall provide a list of nominees at any regularly scheduled board meeting. The board of directors shall vote at the next regularly scheduled meeting on the proposed new directors.

Section 2.05 ACTIONS BY THE BOARD: Decisions shall be made by a majority vote, at any regularly scheduled meeting in which a quorum exists.

Section 2.06 FINANCIAL CONTRIBUTIONS: Directors of the board shall make a minimum donation of \$100 annually to the foundation.

Section 2.07 RESIGNATION: Any director may resign at any time by providing written

notice to the Foundation. When possible, advanced notice of resignation is preferred and a resigning director may notify the Board well ahead of the effective date of their resignation.

Section 2.08 REMOVAL/VACANCIES: Any director of the board may be removed by a two-thirds (2/3) majority vote whenever the Board determines in its best judgement that removing a person(s) from the Board is in the best interest of the Foundation. Additionally, a director absent from three (3) consecutive meetings without prior notice is deemed to have resigned from the Board due to non-participation, and their position is to be declared vacant.

Section 2.09 LIMITATIONS OF POWER: No individual board director may commit the Foundation's resources without prior approval of the board.

Section 2.10 OPERATING AND FISCAL YEARS: The Board will operate calendar shall be according to the calendar year – January 1 to December 31. The Board's fiscal year shall April 1 to March 31, in accordance with CFNCR, their fiscal sponsor.

ARTICLE III: OFFICERS

Section 3.01 ELECTION OF OFFICERS: At the November meeting the Board Development Committee will present a proposed slate of officers. At that time other board directors may nominate additional candidates for officer positions. Elections will take place at the December meeting of the board. The transition of officers will occur between the December and January meetings.

Section 3.02 TERM OF OFFICE: The term for officers will be one (1) year. No board director may hold the same office for more than two consecutive years.

Section 3.03 CHAIRPERSON: The chair of the board will preside at all board meetings and at all meetings of the Executive Committee. The chair will serve as an ex-officio director of all other committees and monitor their performance. The chair will be the public face of the Foundation at public events, with other nonprofits, for the news media, and for prospective and proven donors. The chair will work with the Board Development Committee to cultivate prospective successors to the Executive Committee. The chair will manage all password and login information for the organizations accounts and subscriptions. The chair will, in addition to the Treasurer, be responsible for the fiscal oversight of the foundations funds.

Section 3.04 VICE-CHAIRPERSON: The vice chair will perform the duties of the chair in the chair's absence.

Section 3.05 SECRETARY: The secretary will be responsible for producing the meeting minutes for each board meeting. The secretary will draft the annual report for each calendar year and maintain Foundation archives to sustain institutional knowledge.

Section 3.06 TREASURER: The treasurer will maintain internal donor records and track annual fundraising progress. The treasurer will prepare an annual operating budget for board approval, along with a review of the previous years budget – both to be presented at the January meeting. The

treasurer will provide monthly updated reports reflecting fundraising and expenditures and maintain budgets for events and committee actions as needed. The treasurer will, in addition to the chair, be responsible for the fiscal oversight of the foundations funds.

Section 3.07 AT-LARGE: The at-large director will represent the rest of the Board on the Executive Committee.

ARTICLE IV: COMMITTEES

Section 4.01 ESTABLISHMENT AND POWERS: The Board of Directors may, by resolution approved by majority vote when a quorum is present, create or dissolve one or more committees, consisting of a minimum of one (1) Director. All committees must be chaired by a current director but may include potential board recruits and volunteers. Any committee shall exercise all of the powers of the Board of Directors, as adopted in the resolution by the Board of Directors, except with respect to:

- (a) the filling of vacancies in the Board of Directors
- (b) the adopting, amending, or repealing of any of these Bylaws
- (c) the amending or repealing of any resolution of the Board of Directors
- (d) the awarding of grant funding
- (e) the expenditure of any funds outside the resolution of said committee

Section 4.02 COMMITTEE STATUS: Standing committees shall meet monthly, either in person, or remotely, depending on availability of committee members. Committees may, with a unanimous vote, select to forego a meeting pending current committee workload and necessity. At the appointment of an ad-hoc committee, said committee will determine a schedule of meetings appropriate to accomplish the committee's objectives. All committee chairs are responsible for providing updates to the Board Chair prior to monthly meeting, so appropriate time may be allotted to the meeting agenda.

Section 4.03 COMMITTEE APPOINTMENT AND TERMS: All standing committee members will serve for a term of one (1) year. At the November meeting, the Board Development Committee will present a proposed slate of potential committee members at which time other Board Directors may nominate additional candidates for officer positions. Elections will take place at the December meeting of the Board, and positions begin effective January 1.

Section 4.04 EXECUTIVE COMMITTEE: A standing committee, the Executive Committee (EC) is made up of the chair, vice chair, secretary, treasurer and an at large director. The EC reviews the Bylaws annually and provides recommendations for updates to the full Board. The EC provides direction and management of the Foundation brand. The EC sets strategic goals prior to the annual board retreat and monitor the implementation of milestones according to the timeline developed at the same retreat.

Section 4.05 BOARD DEVELOPMENT COMMITTEE: A standing committee, the Board Development Committee (BDC) identifies potential board directors for nomination to the Board and provides the Board with information on prospective director. The BDC provides the annual slate of officers for review by the board. The BDC identifies and provides professional development

opportunities for the Board and is responsible for on-boarding of new directors. The BDC also plans the annual retreat.

Section 4.06 **OUTREACH COMMITTEE:** A standing committee, the Outreach Committee (OC) is responsible for brand management as directed by the Executive Committee. The OC maintains a communications calendar to schedule promotions for Foundation events and accomplishments and drives the Foundation's social media and website presence. The OC is also responsible for managing various contact lists for the Foundation.

Section 4.07 **GRANT REVIEW COMMITTEE:** A standing committee, the Grant Review Committee (GRC) is responsible for all grant-making activities for the Foundation. The GRC creates the grant application package, develops and implements the annual grant workshop for community nonprofits, and presents recommendations to the Board for grants to fund. The GRC notifies grant applicants of the status of their application and works with the vice chair to ensure distribution of funds and grantee compliance.

Section 4.08 **RESOURCE DEVELOPMENT COMMITTEE:** A standing committee, the Resource Development Committee (RDC) is the fundraising arm of the Foundation. The RDC maintains a list of all active and potential donors and is responsible for donor acknowledgement. The RDC is also responsible for all grant applications on behalf of the Foundation.

Section 4.09 **AD HOC – GALA COMMITTEE:** The Gala Committee (GC) is responsible for the annual awards gala and silent auction. The entire board is considered part of the GC and the Committee may include volunteers or hosts not on the Board of Directors. The GC will have two or more co-chairs from the Board of Directors who shall be responsible for updating the Board and securing venue, equipment, performers and donations for the event.

Section 4.10 **AD HOC – 5K COMMITTEE:** The 5k Committee is responsible for the annual Mother's Day 5k race and affiliated programs. The 5k Committee will be co-chaired by at least one (1) Director. Additional co-chairs may be volunteers or from affiliated organizations.

ARTICLE V: GRANTMAKING

Section 5.01 **GRANTMAKING CYCLE:** The Foundation shall offer at least one (1) grant cycle annually. Out-of-cycle grants shall be available with the approval of the Board by a two-thirds (2/3) majority vote.

Section 5.02 **GRANT ELIGIBILITY:** Organizations seeking grants from the Foundation are expected to meet with the GRC or one (1) of its members prior to the submission of the application. To that end the Foundation will provide at least one (1) open workshop in the month prior to the application deadline. Additionally, applying organizations must meet the requirements as set out in the grant application packets, as well as meet any other guidelines as set by CFNCR.

Section 5.03 **GRANT SUSTAINABILITY:** As capacity building grants, applicant organizations must show how the funded project will be sustained. The Foundation expects that grants

will not be used for general operating expenses, and the Foundation will not fund projects ongoing.

Section 5.04 GRANT ACCOUNTABILITY: The Foundation expects transparency and accountability from grantees and shall reciprocate in return. This includes regular reporting and documentation of the use of funds, as well as identifying challenges early so they can be addressed in partnership. Grant Awardees shall be expected to sign a Memorandum of Understanding prior to the distribution of funds.

Section 5.05 GRANT AWARDING: The GRC shall make formal recommendations to the Board of Directors regarding either the approval or rejection of an application as well as the amount of funding to award. The Board can approve the GRC's recommendations or amended versions thereof by a majority vote. Directors, whether as members of the GRC or as Directors voting on GRC recommendations, must recuse themselves from the scoring of or voting on grant applications from organizations in which they have substantial involvement, including as a volunteer or employee.

ARTICLE VI: MISCELLANEOUS

Section 6.01 MEETINGS: The Board shall hold a minimum of four (4) meetings annually. One of those meetings shall be open to the public and the board shall present its annual report and current objectives while soliciting input from the community. All regularly scheduled meetings must be made known to all active members of the Board a minimum of 7 days prior to the meeting date.

(a) For meetings a quorum consists of two-thirds (2/3) of directors. In the event that a quorum is not reached within the first 20 minutes of a meeting, the meeting will be forfeited until the next scheduled meeting, where the present board directors will constitute a quorum;

(b) The act of a majority at any meeting in which a quorum is reached shall be an act of the Board of Directors;

(c) Unless another rule of order is adopted, the Foundation will abide by Robert's Rules of Order;

(d) Board directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

(e) Special meetings of the Board may be called at any time by the Chair of the Board or by a majority of the Board Directors by vote at a meeting, or in writing with or without a meeting. A special meeting of the Board shall be held on such date and at any place as may be designated from time to time by the Board. In the absence of such designation such meeting shall be held at such place as may be designated in the call.

Section 6.02 POLICY ON DIVERSITY: All reasonable efforts shall be taken to ensure representation reflective of the diverse community of College Park on the Foundation Board of

Directors. The Board should represent a variety of: geographic areas of the city, economic status, race, ethnicity, sex, religion, national origin, sexual orientation, disability status, veteran status, gender identity, age, cultural identity, political beliefs, personal appearance, marital or relationship status.

Section 6.03 **TERMS OF AMENDMENT:** The Bylaws of the Foundation may be amended with a two-thirds (2/3) majority vote of the full board.

Section 6.04 **CHECKS, NOTES AND CONTRACTS:** All checks, notes, or contracts in writing shall be approved by a majority vote of the board. Upon approval by the board, the appropriate committee chair or director of the executive committee may sign documents on behalf of the Foundation. An exception will be made for petty cash purchases under the amount of \$50, provided accurate receipts are provided to the treasurer for such purchases.

Section 6.05 **GIFT ACCEPTANCE POLICY:** The Foundation and its Board will not accept any gift unless it can be used or expended consistently with the purpose and mission of the Foundation. No gift will be accepted if under any reasonable set of circumstances the gift would jeopardize the donor's financial stability. The Foundation will accept donations of cash or publicly traded securities. Gifts of in-kind services will be accepted at the discretion of the Board. The Foundation will respect the intent of the donor relating to gifts for restricted purposes and those relating to the desire to remain anonymous. With respect to anonymous gifts, the Foundation will restrict information about the donor to only those staff members with a need to know. The Foundation will not compensate, whether through commissions, finders' fees, or other means, any third party for directing a gift or a donor to the Foundation.

Section 6.06 **POLICY ON TRANSPARENCY:** When possible, the Foundation website should include all public financial and organizational information including, but not limited to: Articles of Incorporation, Bylaws, Annual Reports, IRS Form 1023, IRS Form 990, bios for Board Directors, contact information for the Executive Committee and any information deemed necessary to make the Foundation publicly transparent and fiscally and ethically transparent.

Section 6.07 **POLICY ON WHISTLEBLOWERS:** Any illegal or dishonest activities by directors of the board or by Foundations affiliate/partner organizations shall be immediately reported in writing to the Executive Committee. Anyone reporting these activities shall not be retaliated against, and a full investigation of the charges must be instigated. Any illegal activities must be reported to the proper authorities for investigation. Following the investigation, anyone proven to have willfully committed wrongdoing will be removed from their position on the Board. Anyone proven to have willfully filed a false report will be removed from their position on the Board.

Section 6.08 **DOCUMENTATION:** All Foundation documents will be held for a minimum of 10 years. If, after that period, the documents are deemed unnecessary to the organization they may be destroyed. All documents will be kept on a cloud-based file share system (cloud, Google docs). If documents are determined to be superfluous and consigned for deletion, the organization must keep an itemized summary account of all documents removed from the file share. The secretary, as keeper of institutional knowledge, will be the sole actor in the removal of board documents. The Board, prior to deletion of any documents, must approve the removal of said documents.

Section 6.09 CONFLICT OF INTEREST: Board directors are expected to notify the rest of the board in any instances where they may have a conflict of interest regarding board decisions. In the case of an actual or potential conflict of interest, a board director is expected to recuse themselves from any discussion or vote regarding the affected party. Any question of conflict should be brought before the full Board for discussion. Any board director found to have willfully neglected to inform the Board about an actual or potential conflict of interest will be reprimanded or possibly removed from the Board. Additionally all board members will complete an annual conflict of interest disclosure form.

Section 6.10 CODE OF ETHICS POLICY: The Foundation, its Board Members, Committee Members and Volunteers shall:

- (a) Listen to our stakeholders and make all reasonable efforts to satisfy their needs and concerns within the scope of our mission
- (b) Make an effort to understand, respect and support our constituents from other cultures, exemplified by the contributions of our staff and executive leadership, and to contribute to an organizational culture that respects the diverse, individual contributions of staff and leadership.
- (c) Respect the confidentiality of sensitive information about the Foundation, its members, constituents, donors, board and employees.
- (d) Comply with applicable federal, state and local laws, regulations and fiduciary responsibilities in an effort to create transparency in all of our operations.
- (e) For the board of directors, provide credible and effective oversight to the organization's work without personal bias.
- (f) Abide by the governing documents and policies of the Colorado Nonprofit Association.
- (g) Be accountable for adhering to this Code of Ethics.
- (h) Act at all times in accordance with the highest ethical standards and in the best interest of the College Park Community Foundation, its members, constituents, donors and reputation.
- (i) Openly and honestly tell the truth.
- (j) Honor our commitments and promises to the best of our abilities.
- (k) Appropriately acknowledge contributions from other individuals and organizations who help facilitate our goals.
- (l) Not be deceptive in our fundraising activities or in prospecting for new members to join the Foundation.
- (m) Not lobby with the intent to influence individual candidates.

The Board is responsible for communicating this Code of Ethics to all members of the board of directors, committee members, and volunteers and for ensuring its adherence at all times.

Section 6.11 DISSOLUTION: Dissolution of the Foundation may occur by a two-thirds (2/3) majority vote of the Board provided that notice stating the purpose of the proposed dissolution is given to all board directors in writing. Such notice must be provided to all board directors at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board shall dispose of all the net assets of the Foundation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at that time qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the City of College Park as they the mayor and council see fit.

Section 6.12 INDEMNIFICATION: The Foundation shall indemnify any officer, employee or other agent of the foundation who serves or served at the request of the corporation, against any and all expenses and liabilities actually and necessarily incurred in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he/she may be or is made a party by reason of being or having been such officer, employee or other agent of the foundation. There shall be no indemnification in relation to matters as to which she/he be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the corporation for damages arising out of his/her own negligence or misconduct in the performance of a duty to the corporation.

These Bylaws are approved by the Board of Directors on February 15, 2016 and will become effective on February 15, 2016.