

200.1 SOUTHINGTON EDUCATION FOUNDATION BY-LAWS

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.

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Article II

Organization

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

Section 1. *Volunteer Members:* In addition to a Board of Directors (Board), the Foundation shall have a volunteer membership of no set number. Any individual is eligible to serve as a volunteer member. A volunteer member is defined as any individual who agrees to contribute their time, talent, and/or resources to further the charitable and educational purposes of the Foundation. This membership may be terminated by resignation of the member or may be terminated by the Board of Directors when the Directors determine that a volunteer member is no longer actively and in good faith involved. New volunteer members may be nominated by any member of the Board or by any then serving volunteer member and confirmed by a simple majority vote of the Board of Directors. This may occur at any time of year.

Section 2. *Board of Directors:* The Foundation shall be governed by a Board of Directors. A Director is defined as an individual, nominated and elected, who agrees to assume the duties of contributing their talent, and resources to further the charitable and educational purposes of the Foundation. The Board of Directors shall have the 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. The Directors will work to foster, build and maintain lasting community connections and be charged with fiduciary obligations if so undertaken to raise an endowment to further the general mission and purpose of the Foundation. Directors' duties shall also include serving on and/or leading at least one committee.

Section 3. *Number and Term of Directorship:* There shall not be fewer than eleven (11) and not more than twenty-one (21) Board members. New members of the Board of Directors will serve for a term of three (3) years. At the end of their three (3) year term, Board members shall decide whether to serve an additional three (3) year term.

Section 4. *Compensation.* The Directors 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 Board of Directors will be made by those Board of Director members then serving prior to each annual meeting by a majority vote of the Board of Director members. Board of Director members shall be recommended and nominated

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by those serving as Board Members. These new Board of Director members shall be presented and installed at the Annual Meeting as provided by these by-laws.

Section 6. Vacancies 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 Board of Directors at a regular or special meeting of the Board of Directors.

Section 7. Removal. Any Director may be removed from office with or without cause by a vote of two-thirds ($\frac{2}{3}$) of the Board of Directors. Any Director may resign by delivering their written resignation to the Co-Chairs, Vice-Chair, or Recording Secretary.

Section 8. Officers of the Board of Directors. The Board of Directors shall have officers that consist of Co-Chairs, Vice-Chair, Treasurer, Recording Secretary, and Corresponding Secretary and they comprise the Executive Committee. Each officer shall be nominated and elected by a majority vote of the Board of Directors then serving and shall be presented at the Annual Meeting of the Board.

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

Section 10. Chair-Elect or Co-Chairs Elect. Any Board Member may serve as a Chair-Elect or Co-Chair Elect. A Chair-Elect or Co-Chair Elect will participate in a mentorship overseen by the Board Chair.

Article III

Meetings

Section 1. Annual Meeting. The Annual Meeting shall be held in June of each year, or in such other month and at such time as the Board of Directors shall determine and may be held at such time and place as fixed by the Board of Directors. This is a meeting of the full membership.

Section 2. Regular and Special Meetings of the Board of Directors. Regular meetings of the Board of Directors may be held at a fixed time and place within the District and shall be established by its members. The Board of Directors shall meet no fewer than six (6) times per year. Notice is not required of regular meetings. Special meetings of the Board of Directors may be called at any time by the Co-Chairs or at the request of a majority of the members of the Board of Directors. 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.

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Section 3. Quorum. At any meeting of the Board of Directors a simple majority of Board of Directors 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 Board of Directors at which a quorum is present, the action of the Board of Directors on any matter brought before the Board of Directors shall be decided by vote of a majority of those present.

Section 5. Consent. Unless the certificate of incorporation or by-laws provide otherwise, the Board of Directors may permit any or all Board of Directors 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. A Board 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 seven standing committees: Executive, Board Development, Finance, Resource Development, Grant, Programs and Partnership, and Marketing. Standing Committees shall be co-chaired by members of the Board of Directors. Other volunteers may serve on Committees. Committee Chairs will report at Board of Directors meetings as requested or as need arises.

- a. The Executive Committee is responsible for setting the agenda for meetings, with the input of Committee Chairs, and monitoring the strategic plan.
- b. 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.
- c. 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.
- d. 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.

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- e. The Grant Committee. This Committee is responsible for the process of review for initiatives or projects the Foundation shall support through the award of grant funds. 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.
- f. The Program and Partnership Committee. This Committee is responsible for the process and review of long-term partnerships and projects the Foundation shall support through the award of program funds. 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.
- g. The Marketing Committee shall enhance the image of the Foundation to the community through varied media. This committee shall plan and implement strategies 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 Board of Directors, the Co-Chairs shall appoint the Chair and/or Co-Chair for the Standing Committees.

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

Section 4. Other Committees. The Chairs or Vice-Chair may designate temporary, advisory and support committees and may invest such committees with such powers and responsibilities as they see fit. All committees shall report periodically to the Board of Directors.

Article V

Duties and Term of the Officers of the Board of Directors

Section 1. Chairperson/Co-Chairs. The Co-Chairs shall exercise general supervision of the affairs of the Foundation and shall preside at all meetings of the Board of Directors. The Co-Chairs may establish committees and shall be ex-officio members of any committee. The Co-Chairs shall appoint Chairs and/or Co-Chairs to the Standing Committees. The Co-Chairs or the Co-Chair's designee shall be the spokesperson to the media on behalf of the Foundation. In the event of a disagreement between the Co-Chairs on a decision, the Co-Chairs shall submit the issue to the Executive Committee for a majority decision. If the members of the Executive Committee cannot reach a majority decision, the issue may be submitted to the membership for a vote. The Co-Chairs shall serve as mentors to a future Chair-Elect or future Co-Chairs Elect.

Section 2. Vice-Chairperson/Vice-Chair. In the absence or disability of the Co-Chairs, powers and duties shall be performed by the Vice-Chair. The Vice-Chair shall have such other powers and perform such other duties as the Board of Directors shall from time to time designate.

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Section 3.a. Recording Secretary. The Recording Secretary shall record all minutes, votes, and proceedings of the Board of Directors at its meetings. The Recording Secretary shall perform duties additional to the foregoing, as the Chairperson and/or Co-Chairs Elect shall designate.

Section 3.b. Corresponding Secretary. The Corresponding Secretary shall complete all correspondence and perform duties additional to the foregoing, as the Chairperson and/or Co-Chairs-Elect shall designate.

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 Board of Directors at each meeting and will present a budget report at the Annual Meeting to the Full Membership.

Section 5. Term. An officer shall serve a term of two years with the option to petition the Board for up to two additional one-year terms. The Board may grant an extension of up to two more one-year terms if no other candidate is available.

Section 6. Election and Vacancies Officers shall be selected from the Board of Directors 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 by a simple majority vote of the Board of 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 Board of Directors 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 (2/3) majority of the Board of Directors 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 Board of Directors 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.

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Article VIII

Annual Report

The Board of Directors 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 JULY 1 and concludes on JUNE 30 of the following year.

Article X

Conflict of Interest

A member of the Board of Directors 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 a Board of Directors, 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.

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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 Board of Directors 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 Board of Directors. 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 Board of Directors at any regular or special meeting.

The Board of Directors 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 Board of Directors, a fiscal year-end audit of the Foundation's financial records shall be conducted, and a financial report prepared.

Article XIV

Miscellaneous Items

The Chair-Elect or Co-Chairs Elect. Any Board Member interested in serving as a Chair-Elect or Co-Chair Elect shall contact the Board Chair or the Nominating Committee Chair stating in writing their interest in serving in the role of Co-Chair Elect.

(Revised 03-31-2015; Revised 9/11/2018; Revised 5/14/2019, Revised 0/17/2019; Revised 10/08/2019; Revised 11/08/2022, Revised 9/12/23)