

ARTICLE I

Purpose

The Humboldt County Community Foundation (hereinafter referred to as “Affiliate Foundation”) is a vehicle for charitable giving capable of benefiting the entire county. The Humboldt County Community Foundation is a member of the Iowa Community Affiliate Network (Iowa C.A.N.). Through the mechanism of endowment funds, charitable minded individuals can establish funds to build a permanent source of charitable assets to meet emerging, as well as existing, needs of the county. Through the establishment of the passthrough fund, the Affiliate Foundation and its donors can facilitate capital campaigns and other immediate needs.

Mission

The mission of the Affiliate Foundation is to foster private giving, strengthen service providers and improve the conditions of the county. To these ends, it will promote endowment building, community, grantmaking, organizational collaboration, and public leadership for the benefit of Humboldt County.

ARTICLE II

Board of Directors

Section 1. Composition of the Board of Directors. The Board of Directors shall consist not less than nine (9) or more than fifteen (15) members. Each member of the Board of Directors is to be selected for knowledge of the educational, cultural, civic, moral, public or other charitable needs of those served by the Affiliate Foundation, and shall serve without compensation except for payment of reasonable expenses incurred on behalf of the Affiliate Foundation.

Section 2. Election Date and Term Length for the Board of Directors. The initial board shall consist of the initial Directors whose names are set forth at the end of the document. The terms of the initial Directors shall be staggered, such that three to five (3 – 5) of the Directors shall serve for a term of three (3) years, three to five (3 – 5) for a term of two (2) years, and three to five (3 – 5) for a term of one (1) year. The terms of the respective initial Directors are set forth opposite their names at the end of this document. Other than the initial Directors, the Board shall elect each Director. The full Board shall consist of nine (9) to fifteen (15) Directors. Nominations to fill the expired terms in the Board will be made annually with the vote to be conducted at a designated annual meeting of the Board. At each annual meeting, the Board shall elect the number of Directors whose term is expiring, each to serve until their successor has been elected and qualified. Election shall be by simple majority of the Board of Directors then entitled to vote. No person may serve as a Director for more than three (3) complete consecutive three (3) year terms; however, a person may return the board after an absence of one (1) year.

Section 3. Ex-Officio Members. Ex-Officio members of the Board may include the Legal Counsel for the Affiliate Foundation, the individual performing the accounting functions for the Affiliate Foundation and the individual serving as community relations representative, if these individuals are not already serving as a Director of the Affiliate Foundation. The terms of ex-officio members shall not be governed by the tenure requirements of the proceeding paragraph. The ex-officio members may serve on committees of the Board and may vote on committee matters, however they are not entitled to vote on matters of the Board of Directors.

Section 4. Vacancy or Removal. Any vacancy on the Board of Directors shall be filled by the membership of the Board of Directors. Nominations to fill open positions on the Board of Directors as a result of resignation, death, refusal to serve or otherwise shall be made by the Board of Directors and approved by a majority vote of the Board of Directors.

ARTICLE III

Officers and Duties

Section 1. Officer. Officers shall be a president, vice-president, secretary and treasurer. These officers will be elected from the Board of Directors. The officers will serve a two (2) year term of office to assure continuity of the Affiliate Foundation administration.

Section 2. Duties of Officers.

President – The President shall be the principal executive officer to the Board of Directors and shall preside at the meetings. He/she shall perform all duties incidental to the office of Chairman as prescribed by the Board of Directors, and may sign all instruments as authorized by the Board of Directors.

Vice-President – The Vice-President shall perform duties and exercise the power of the President during the absence or disability of the President.

Secretary – The Secretary shall be the keeper of the recorded minutes of meetings of the Affiliate Foundation and the keeper of legal and Affiliate Foundation documents.

Treasurer – The Treasurer shall be responsible for the handling of the financial matters relative to the operation of the Affiliate Foundation's business.

Section 3. Term of Office. The officers of the Affiliate Foundation shall be elected for a term of two (2) years. The term of an officer whose Board term expires before his/her current term as officer shall be extended one additional year to allow him/her to complete the term.

ARTICLE IV

Meetings

Section 1. Regular Meetings. The Board of Directors will meet quarterly or as agreed upon by the Board of Directors.

Section 2. Annual and Special Meetings. The Board of Directors will convene in an annual meeting. The agenda of the annual meeting shall at a minimum include: election of Directors, election of officers, report on review of Bylaws, establishment of regular meeting times, treasurer's report, reports of standing committees.

The Chairman or any three (3) members of the Board of Directors may call a special meeting if needs are identified upon notice of the time, place, and purpose to each member.

Section 3. Quorum. Quorum for the Board of Directors will be a simple majority of the non-vacant seats.

Section 4. Voting and Proxies. Each member of the Board of Directors shall have one vote. No votes by proxy.

Section 5. Conflict of Interest. Each Director shall disclose to the Board, prior to any vote or other action, any potential conflict of interest. The Director shall refrain from acting upon any issue for which a conflict of interest may, or may appear to exist, according to Foundation policies and procedures.

ARTICLE V

Committees

Section 1. Appointment of Committees. The President and the Vice-President of the Affiliate Foundation shall work together to appoint if desired the standing committees named herein and such other committees with such numbers of members as the President may from time to time deem to be advisable and, to the extent not specified herein, the respective chairs of those committees, all of which committees shall be subject to the direction and supervision of the Board. Appointment to a standing committee shall be for a term of two years. The term of a committee chair whose Board term expires before his/her current term as committee chair shall be extended one additional year to allow him/her to complete the chair term.

Section 2. Quorum. At any meeting of an Affiliate Foundation standing committee, a majority of the committee's members shall constitute a quorum for the transaction of business, and if a quorum is present, a majority of those present may approve any action which may come before the meeting.

Section 3. Standing Committees. Such committees may include, but are not limited to: Executive, Marketing and Development, and Grantmaking. These committees may include members not already serving on the Board of Directors.

A. Executive Committee The Executive Committee of the Affiliate Foundation shall consist of the President, the Vice-President, the Secretary, the Treasurer and up to five other members of the Board of Directors, designated by the President and Vice-President, with the approval of the Board. The Executive Committee shall monitor the operation of the Affiliate Foundation between meetings of the Board of Directors and, in connection therewith, shall exercise any and all powers of the Board, except for the election of new Directors and elections of officers, obtaining informal input from the Directors as deemed prudent, reporting any action taken to the Board at its next meeting and obtaining ratification thereof by the Board in those cases where action of the full Board is legally necessary or advisable. In addition, additions to any funds, the creation of new funds, and the distribution of income and principal from directed funds shall be the responsibility of the Executive Committee, who may delegate such responsibility to the President to the extent required for timely action. The Executive Committee will also act as the Nominating Committee, identifying and recruiting new members to serve on the Board of Directors.

At any meeting of the Executive Committee, a majority of its members shall constitute a quorum for the transaction of business, and if a quorum is present, a majority of those present may approve any action which may come before the meeting, except that no action which could not be taken by a majority vote at a meeting of the Board shall be taken by the Executive Committee.

B. Marketing and Development Committee The Marketing and Development Committee shall develop and recommend to the Board of Directors communication strategies and programs which will increase professional and public awareness of the Affiliate Foundation's mission and shall be responsible for the implementation of those strategies and programs.

In addition, the committee shall research, identify and solicit potential donors to the Affiliate Foundation and shall conduct programs appropriate for the education of the community regarding operations of the Affiliate Foundation.

C. Grantmaking Committee The Grantmaking Committee shall monitor and assess community needs that might be appropriately addressed by charitable activity; make recommendations for Board approval regarding grants and distributions policy issues; review information and recommendations regarding applications from field-of-interest committees and/or other sources as appropriate, evaluate unrestricted resources available for

distribution, and make recommendations for funding to the Board for consideration and approval; and monitor accountability of funded organizations and projects for compliance with terms of grants awarded. The Board may also delegate to the President the power to make grants from specific funds, subject to such restrictions as the Board may deem appropriate, provided that any such action shall be approved by the Executive Committee at its next meeting.

D. Other Committees and Other Provisions The President shall appoint, with the approval of the Board, such other standing or ad hoc committees as may be necessary to conduct the affairs of the Affiliate Foundation.

All committee chairs of either standing or ad hoc committees shall be Directors of the Board, but additional members of standing or ad hoc committees need not be Directors, unless, in respect to a particular committee, the Board of Directors shall determine otherwise, except for the Executive Committee, in which all members must be Directors of the Board. The Chair shall be an ex-officio voting member of all standing or ad hoc committees.

ARTICLE VI

Administration of Funds

Section 1. Administration of Funds. The Treasurer shall be responsible to make a Treasurer's report at each quarterly meeting of the Board of Directors and to forward the recommendation of the Affiliate Foundation to the Greater Des Moines Community Foundation relative to the Board of Directors' decisions about disbursement. The treasurer shall also oversee the timely forwarding of all donations and/or expenses.

Section 2. Accepting Contributions. All gifts should be documented to record the donor, the purpose of the gift, the type of gift (cash, check, stock, etc.), the date of the gift and the amount. Copies of all checks should be made before deposit.

The GDMCF strongly recommends that all gifts be acknowledged by the President of the Board of Directors of the Affiliate Foundation, or another member of the Board of Directors, reflecting the nature of the gift. In addition, the GDMCF will acknowledge all contributions in the amount of \$250 and over to satisfy IRS requirements.

Gifts for named endowment funds and for capacity building funds (or other non-operating funds) should be mailed to the GDMCF for deposit. Checks should not be endorsed.

Section 3. Check and Cash Gifts. If cash is received, the Affiliate Foundation must obtain a cashier's check made payable to the specific fund for which they would like the check deposited. Do not send cash through the mail. All gifts must be forwarded immediately to the GDMCF Finance Department with a *gift register* *. The gift register must contain: the name of the donor, address of the donor, the amount of the check, the fund in which the check should be deposited, and who should be sent the acknowledgement letter. If the gift is in honor or memory of a person and the Affiliate Foundation wants the GDMCF to notify the honoree or the family of the gift, the name and address of the person to be notified should be included on the gift register. Please type or print these forms, so that they can be easily read. The Affiliate Foundation should retain a copy of the checks and gift register for their records.

Section 4. Other Gifts. If the Affiliate Foundation is offered gifts of personal, tangible or real property, please notify the GDMCF Finance Department immediately for procedures on how to proceed. Do not immediately accept the gift. Due to legal liability and other issues, each gift must be reviewed on a case-by-case basis to determine the best procedure.

Section 5. Year End. The GDMCF's fiscal year ends on December 31. If the gift is to be credited (including for any match purposes) in a fiscal year, it must be postmarked by December 31, without exception. Please notify the GDMCF of gifts mailed on the 31st so that the GDMCF can account for those gifts. Affiliate Foundations should not wait until the end of the fiscal year to forward gifts. In order to prepare for the annual audit and submit grant reports to funders, the GDMCF must close out the year as soon as possible.

Section 6. Affiliate Foundation Procedure for Submitting Expenses to the GDMCF. As each Affiliate Foundation's passthrough fund allows, legitimate expenses that support the Affiliate Foundation in its work may be paid. In order to pay an expense, the Affiliate Foundation's Treasurer submits a signed *check request** with the receipts for the expenses to the GDMCF. An Affiliate Coordinator approves the check request and it is submitted to the Finance Department. The Finance Department records the expense to the miscellaneous expense chart of account. The only exceptions will be for equipment, salary, and consultants. Those expenses will be booked to their specific account. Although the GDMCF will provide Affiliate Foundations with expenditure reports (4) times a year (quarter ending: March, June, September, December), it is the Affiliate Foundations Treasurer's responsibility to keep up with all expenditures. Checks will be issued on the 15th and end of the month by the GDMCF. If the vendor does not have an employer identification number (EIN) from the IRS, the Affiliate must obtain a W-9 IRS form (Request for Taxpayer Identification Number) from the vendor before payment can be made. If the vendor lists a social security number and not an EIN number on the W-9, the GDMCF is required by the IRS to submit a Form 1099 to the vendor at the end of the year if the services were \$600 or more.

Section 7. Affiliate Foundation Procedure for Petty Cash. As each Affiliate Foundation's passthrough fund allows, an Affiliate Foundation may have a petty cash fund of \$250 to pay for the Affiliate Foundation's smaller expenses. In order to establish a petty cash account, the Affiliate Foundation completes a *Check Request Form** indicating that the proceeds are to establish a petty cash fund. Upon receipt of this form by the Finance Department, a check will be issued to the Affiliate Foundation.

The Affiliate Foundation Treasurer will record all petty cash expenses on the *Petty Cash Register** and attach all receipts to the register. At the end of each month, the petty cash register and the receipts are submitted to the GDMCF Finance Department. The petty cash register must be signed by the Affiliate Foundation Treasurer and approved by an Affiliate Coordinator. Upon receipt of the approved petty cash register, the Finance Department will send a check to the Affiliate Foundation to replenish the petty cash fund.

Section 8. Fund Statements and Other Reports. The Affiliate Foundation Treasurer will receive fund statements each quarter for all funds listed with the Affiliate Foundation. As the Affiliate Foundation's programs grows, other reports may be requested by each Affiliate Foundation. The GDMCF wishes to support each Affiliate Foundation to the fullest extent possible and will review each request for feasibility of generating the report.

ARTICLE VII

Amendment to the Organization Bylaws

Section 1. The Bylaws may be amended, altered, changed, or repealed by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors present and voting at any regular or special meeting. Changes to the Bylaws shall be made in consultation with the Affiliate Network.

ARTICLE VIII

Rules of Order

Roberts Rules of Order or a similar set of rules will guide the dialogue and establish the structure for meetings.