

BYLAWS
SOUTHERN MARYLAND WOMEN’S LEAGUE FOUNDATION, INC.

ARTICLE I
NAME AND LOCATION OF OFFICES

The name of the Corporation shall be Southern Maryland Women’s League Foundation, Inc. (hereinafter referred to as the “Foundation”). The Foundation shall maintain a principal office and a registered agent in the State of Maryland.

ARTICLE II
PURPOSE OF THE FOUNDATION

The purpose of the Foundation is exclusively charitable, formed specifically for charitable and educational purposes, dedicated to promoting, strengthening and supporting women and issues in the areas of health, education, economic and other related issues, where a need is demonstrated.

The Foundation shall be funded by the Southern Maryland Women’s League, Inc. (hereinafter referred to as the “Corporation”) and charitable contributions from the general public. The Foundation is a public charity that is an exempt organization under Section 501(c)3 of the Internal Revenue Code of 1986.

Distributions from the Foundation shall be made only to organizations that also qualify as exempt under Section 501(c)3 of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE III
FISCAL YEAR

The fiscal year of the Foundation shall begin on July 1 of each year and end on the last day of June next succeeding. The financial records shall be prepared within 30 days of the end of the fiscal year and shall be audited by a Certified Public Accountant.

ARTICLE IV
MEMBERSHIP

Section 4.1 **Membership** – The Foundation shall have a voting membership. Any Member or Associate Member in good standing of the Corporation, shall automatically be considered a Member in good standing of the Foundation, with all of the rights and responsibilities afforded members of the Corporation.

APPROVED BY THE BOARD OF DIRECTORS ON MAY 21, 2019

APPROVED BY THE MEMBERSHIP ON JUNE 5, 2019

Section 4.2 **Membership Meetings** – The Board of Directors shall call membership meetings to obtain authorization to distribute Foundation funds, consistent with these Bylaws, and may call membership meetings, from time to time, to submit questions or matters to the membership for approval or for Board guidance, related to the management and disbursement of Foundation funds.

Notice of a meeting where the Board seeks approval for a distribution of Foundation funds, or where the Board seeks guidance on the management of Foundation funds, shall be provided to the membership by electronic transmission, at least five days before the meeting where the vote will be taken.

Section 4.3 **Annual Membership Meeting to Elect Board of Directors** – The Foundation shall jointly hold an Annual Meeting with Corporation, where the Corporation shall elect a Board of Directors for the Corporation, which Directors shall serve also as Directors of the Foundation, according to the terms and conditions set forth in the Bylaws of the Corporation, and these Bylaws.

Section 4.4 **Selection of Foundation’s Annual Project** – The membership shall select the Foundation’s Project, by a majority vote, at a duly called meeting, in accordance with the Policies and Procedures adopted by the Board of Directors.

Section 4.5 **Quorum** - A quorum shall consist of a majority of members in good standing present at a membership meeting or the Annual Membership Meeting. A quorum must be present to approve and authorize a distribution from the Foundation, to select the Foundation Project, to act on an issue presented to the membership for a vote, or to amend or alter the Articles of Corporation or these Bylaws.

Section 4.6 **Meeting Conduct** – Robert’s Rules of Order (Revised) shall govern the parliamentary procedure for conduct during all meetings.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 **General Powers** – The funds of the Foundation shall be managed, supervised, and controlled by the Board of Directors. The Board of Directors shall approve an Annual Budget for the upcoming fiscal year by a majority vote of the Directors at a duly called meeting of the Directors. The Board shall present the approved Annual Budget to the membership at the Annual Meeting, consistent with these Bylaws.

The Board of Directors shall maintain and, from time to time, update Policies and Procedures, which include the procedures for selection of organizations receiving

APPROVED BY THE BOARD OF DIRECTORS ON MAY 21, 2019

APPROVED BY THE MEMBERSHIP ON JUNE 5, 2019

distributions from the Foundation, and the distribution of Foundation funds to charitable organization. From time to time, the Board of Directors may seek guidance, approval, or authorization from the general membership by presenting an issue to the membership for a vote or recommendation.

Section 5.1.1 **Expenditure Limitations** - The Board of Directors is authorized to distribute funds, in addition to amounts authorized by the Annual Budget, not to exceed \$1,000.00, without approval by the membership. Any distribution not authorized in the approved Annual Budget and exceeding \$1,000.01, shall be approved by majority vote of the membership at a duly called meeting.

Unless approved in the Annual Budget, distributions to any single organization may not exceed \$2,500.00 in a fiscal year, without approval of a majority of the membership, at a duly called meeting.

The Board of Directors shall annually review the Community Foundation of Southern Maryland (CFSM) Donor Advised Fund Account and authorize either disbursement or reinvestment of the disbursement.

ARTICLE VI COMMITTEES

Section 6.1 **Committees** – The Foundation shall operate with the assistance of Standing and Ad Hoc Committees. Unless otherwise stated in these Bylaws, all committee actions are considered recommendations to the Board of Directors, and not official board action.

Members of the Foundation are eligible to serve on committees, unless otherwise provided in these Bylaws. The President shall appoint the Chairperson of all committees annually and the Committee Chairperson shall select committee members with notification to the Board, unless otherwise stated in these Bylaws. Committee vacancies may be filled by the Committee Chairperson with notification to the Board. At least one member of the Board of Directors shall serve on each Committee.

Committees are authorized with spending authority not to exceed an amount approved by the Board, either through the Annual Budget, or written approval. Committees may not exceed the amount budgeted and approved by the Board, without prior written Board approval.

APPROVED BY THE BOARD OF DIRECTORS ON MAY 21, 2019

APPROVED BY THE MEMBERSHIP ON JUNE 5, 2019

Section 6.2 **Standing Committee** - The Standing Committees of the Foundation shall be the Grant Committee and the Scholarship Committee.

Section 6.2.1. **Grant Committee** - The Grant Committee shall consist of a minimum of two (2) Directors of the Foundation and a minimum of three (3) members from the general membership. The Committee shall meet on a regular basis as needed.

The Grant Committee's purpose is to:

- A. Identify areas of interest worthy of Foundation support and serve as liaison with the organizations seeking grant support;
- B. Solicit and review grant applications for the Bi-Annual Project consistent with the SMWL Foundation Policies and Procedures;
- C. Present small grant applications to the membership that require majority approval, at a duly called meeting.
- D. Collaborate with the Corporation's Program Committee on programming and activities that heighten awareness and foster relationships with organizations receiving Foundation support and/or organizations worthy of Foundation support;
- E. Present an Annual Report to the General Membership at the Annual Meeting on all disbursements and projects for the preceding year.

Section 6.2.2 **Scholarship Committee** – The Scholarship Committee shall consist a minimum of three (3) members. The Committee shall meet on a regular basis as needed.

The Scholarship Committee's purpose is to:.

- A. Serve as liaison with the College of Southern Maryland to identify recipients of SMWL scholarships
- B. Review applications and select scholarship recipients consistent with SMWL Policies and Procedures.
- C. Present an Annual Report and periodic updates to the General Membership on the SMWL scholarship recipients.

Section 6.3 **Ad Hoc Committees** - From time to time, the Board of Directors may establish Ad Hoc Committees. The Board of Directors shall define the purpose and assignment of an Ad Hoc Committee and an expiration date.

Section 6.4 **Committee Procedures** – Each Committee shall record minutes of its meetings, recommendations, and conclusions, and shall deliver a copy of such minutes to the Secretary of the Foundation. Each Committee shall report to the Board of Directors concerning all matters upon which it has acted. Each Committee shall meet at least annually.

APPROVED BY THE BOARD OF DIRECTORS ON MAY 21, 2019
APPROVED BY THE MEMBERSHIP ON JUNE 5, 2019

Reasonable notice of meetings of any Committee shall be given to the members thereof, and to the President of the Board, all of whom shall have the right to attend and participate. A simple majority of the members of each Committee shall constitute a quorum for the transaction of business.

ARTICLE VII ORGANIZATIONAL ETHICS

Section 7.1 **Ethics of Operations** – The Board shall provide oversight to ensure that operations of the Foundation are conducted in accordance with the Foundation’s mission and in a manner reflecting the Foundation’s ethical responsibility to the community it serves. Directors shall honor their fiduciary duty to the Foundation.

Section 7.2 **Confidentiality** – Directors and Committee Members shall maintain and hold as confidential all information, deliberations, and decisions taken during Executive Session.

Section 7.3 **Sole Benefit of the Foundation** – The members of the Board and Committees shall act solely for the benefit of the Foundation and not as the representative of any person, business, organization, or prospective recipient of a Foundation disbursement.

Members and Directors shall declare the existence of any conflict of interest, real or perceived, and refrain from participation in discussions or voting on those matters.

Board and Committee members are held to a strict rule of honest and fair dealing with each other and with the Corporation. Failure to fulfill this duty may result in removal from the Board or Committee.

ARTICLE VIII INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 8 **Indemnification** – The Foundation shall maintain Directors and Officers insurance coverage adequate to indemnify any individual who is a present or former Director or Officer of the Foundation. The Foundation shall maintain insurance coverage adequate to indemnify any member of the Foundation who is not an Officer or Director of the Corporation or Foundation to the same extent that it may indemnify Directors or Officers under this Article.

**ARTICLE IX
MISCELLANEOUS**

Section 9.1 **Contracts** – Except as otherwise limited herein, the Board of Directors may authorize any officer, officers, agent or agents of the Foundation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Foundation. Such authority may be general or confined to specific instances.

Section 9.2 **Checks, Drafts, Deposits, etc.** – All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such Officer, Officers, agent or agents of the Foundation and in such manner as shall be determined by the member. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board may select. The Board and its Officers shall manage and direct all cash management and cash flow activities, including banking and trust functions, bond and debt commitments/compliance, and financial systems. Separate bank accounts will be maintained in the name of the Foundation.

Section 9.3 **Gifts** – The Board of Directors may accept on behalf of and for the sole benefit of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

Section 9.4 **Seal** – The Corporate Seal shall have inscribed thereon the name of the Foundation.

Section 9.5 **Audit** – The Board of Directors shall require an audit of the financial books and records of the Foundation annually. The Board of Directors shall select the firm to perform the audit. The Foundation will follow all Maryland Auditing and Financial Review Regulations concerning Non-Profit Organizations.

Section 9.6 **Records** – The Foundation shall keep correct and complete books and records of accounts in accordance with generally accepted accounting principles and also shall keep minutes of the proceedings of its Board of Directors, membership and its Committees. All records of the Foundation shall be made available to any Member, upon request. The Foundation's mission, activities, financial reports, and governance documents, shall be made available to the general public, upon request.

APPROVED BY THE BOARD OF DIRECTORS ON MAY 21, 2019
APPROVED BY THE MEMBERSHIP ON JUNE 5, 2019

ARTICLE X AMENDMENTS

Section 10 Amendments - The Board of Directors shall approve all amendments or alterations of the Articles of Incorporation, or Bylaws prior to submission to the membership at a duly called meeting.

The membership, by petition that includes signatures of two-thirds of members in good standing, may present an amendment or alteration of the Articles of Incorporation or Bylaws to the Board of Directors, and upon receipt the Board shall approve and submit the proposed amendment or alteration to the membership, at a duly called meeting.

Notice of the meeting where the amendment or alteration of the Articles of Incorporation or these Bylaws will be considered shall be given electronically to all members at least 30 days before the date of the meeting. The Notice shall include the text of the amendment or alteration to be considered.

Approved by Board of Directors on May 21, 2019.

Approved by General Membership June 5, 2019.

Signed by: 
Secretary
Southern Maryland Women's League Foundation, Inc.