

**FOUNDER REGION FELLOWSHIP
BYLAWS
May 3, 2008**

**Article I
Name**

The name of this corporation is Founder Region Fellowship, Inc. hereinafter referred to as the FRF in these bylaws.

**Article II
Object**

- Section 1.** This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Corporation Law for public purposes.
- Section 2.** This corporation is organized exclusively for social welfare purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- Section 3.** The specific purpose of this corporation is to provide financial grants to deserving women candidates completing doctoral programs with a recognized learning institution within the Founder Region boundaries who have entered into the final phase of their doctoral program and who demonstrate financial need and scholarly potential.
- Section 4.** Notwithstanding the aforementioned statement of purpose, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.

**Article III
Policy**

- Section 1.** The FRF shall not discriminate on the basis of race, creed or ethnic origin.
- Section 2.** There will be no circulation of information or campaign materials for candidates obtaining offices for the FRF board of directors.

Article IV
Membership

Section 1. Every club in good standing in Founder Region, Inc. shall be a voting member of the FRF and shall have voting status as provided through Soroptimist International of the Americas, Inc. and Founder Region, Inc. bylaws.

Section 2. Three regular members shall be the voting delegates of each club.

Article V
Directors and Officers

Section 1. The president of the board shall be appointed by the governor-elect of Founder Region, Inc. following conference in the second year of the biennium and shall serve for a biennium or until a successor is appointed.

Section 2. There shall be six (6) directors who are representatives of the six (6) districts of Founder Region, Inc. They shall serve for a biennium or until their successors take office.

Section 3. A secretary and a treasurer shall be elected from the membership of the board of directors. They shall hold office for one (1) year or until their successors take office.

Section 4. No officer or director shall serve more than two (2) consecutive terms.

Section 5. Nominations. Each club may submit the names of regular members to the Founder Region, Inc. nominating committee. Each district in Founder Region, Inc. shall thereafter elect one (1) member to be a director. Nominations and elections shall be in accordance with Founder Region, Inc. bylaws.

Section 6. No director shall hold more than one elected office within the Soroptimist organization in accordance with Soroptimist International of the Americas, Inc. bylaws.

Section 7. All officers and directors shall assume duties on the first day of July.

Section 8. The Founder Region, Inc. governor shall be the liaison of the FRF, but shall not vote or hold office.

Section 9. Vacancies:

- a. If a vacancy occurs in the office of president, the Founder Region, Inc. governor shall appoint a successor.
- b. If a vacancy occurs in the office of director, the FRF board of directors shall appoint a director from the membership of the designated district

vacated to serve until the annual meeting where an election to fill such a vacancy is held, providing the nominee meets the requirements as set forth in these bylaws. A vacancy or vacancies on the board shall be deemed to exist in the event of a death, resignation, or removal of any director, or if the authorized number of directors is increased.

- c. Any director or officer of Fellowship may be removed, either for or without cause, by the Board of Directors whenever in the judgment of the board the best interests of FRF will be served. Such removal shall be without prejudice to the contract rights, if any, of any person so removed. Removal shall occur only upon a two-thirds vote of the officers and directors then in office, exclusive of the person being removed, and only after being given an opportunity to be heard at a meeting of the board of directors.

Article VI **Duties of Officers**

Section 1. The president shall:

- a. preside at all meetings of the board of directors;
- b. supervise and coordinate the work of FRF;
- c. appoint the standing committees;
- d. grant an additional person (s) as may be suggested by the Founder Region, Inc. governor to be a silent observer(s) at the candidate interview sessions;
- e. be ex-officio a member of all committees;
- f. perform such other duties as may pertain to the office; and
- g. be bonded.

Section 2. The secretary shall:

- a. record the minutes of the board of director meetings and the annual meeting;
- b. provide sufficient copies of the minutes of the annual meeting to the Founder Region, Inc. secretary by June 1 for distribution with the Founder Region, Inc. conference proceedings;
- c. be custodian of the corporate records; and
- d. perform such other duties as may pertain to the office or as assigned by the president; and
- e. be bonded

Section 3. The treasurer shall:

- a. maintain full and accurate accounting of all financial transactions;
- b. deposit all monies in the FRF name in financial institutions as shall be designated by the board of directors;
- c. disburse the funds as ordered by the board of directors;
- d. keep records of donations, wills and legacies;

- e. present a financial report at the regular meetings of the board and as requested by the board;
- f. be bonded;
- g. serve as ex-officio member of the Budget/Finance Committee; and
- h. perform such other duties as pertain to the office or as assigned by the president.

Article VII

Board of Directors

Section 1. The board of directors shall consist of a president and six (6) directors who represent the six (6) districts of Founder Region, Inc.

Section 2. Duties. The board of directors shall:

- a. have responsibility for the affairs within the adopted policies and programs of FRF;
- b. establish program emphasis and strategies for the implementation of the programs;
- c. be voting delegates at the annual meeting;
- d. select the awardees;
- e. protect the emblem; and
- f. make an impartial study of all applicants and invite, by letter, qualified applicants to be interviewed. The Founder Region, Inc. governor, and any additional persons selected by the president, may be silent observers at the final interviews. The president or board member shall notify all applicants as to the final decision of awardees and announce the awardees at the annual Founder Region, Inc. conference.

Section 3. Meetings. The meetings of the board of directors shall:

- a. be held before and after each Founder Region, Inc. conference;
- b. be held during the Founder Region, Inc. conference as necessary to complete the business of the annual meeting and consider matters that may be referred by the conference delegates; and
- c. be held other times as deemed necessary.

Section 4. Annual Meeting. The annual meeting shall be held during the annual Founder Region, Inc. conference and notice shall be in the Founder Region, Inc. Call to Conference in accordance with the Founder Region, Inc. bylaws.

Section 5. Special Meetings. Special meetings may be called by the president or by the request of two (2) directors whether in person or by electronic means. The call of a special meeting shall include the date, place, hour and exact purpose of the meeting.

Section 6. Quorum. The quorum shall be a majority of the board of directors.

Section 7. The board of directors shall serve without compensation but shall be reimbursed for reasonable expenses incurred in the performance of their duties with approval of the board.

Article VIII Finance

Section 1. The primary sources of income include:

- a. the mandatory annual assessments of two dollars (\$2) to every member of each club within Founder Region, Inc.;
- b. the individual club fund-raising events;
- c. personal contributions which may be in memory of, in appreciation of, or in honor of;
- d. the invitation to become a "Fellow" by donating one thousand dollars (\$1,000.00) or more in any biennial period; and
- e. "Clubs" and individual donations totaling one thousand (\$1,000.00) in a consecutive four (4) year period beginning July 1, 2008; and
- f. wills and legacies.

Section 2. Non-Soroptimist support will be sought through invitation to become a "Fellow" of the FRF using the volunteer services of fund-raising committees.

Section 3. Funds may be solicited within Founder Region, Inc. from members or clubs only with prior approval of the Founder Region, Inc. board.

Section 4. Distribution of Funds.

- a. All proceeds collected by FRF whether in the form of mandatory dues or contributions, shall be placed in interest bearing accounts in a federally insured financial institution;
- b. An amount not less than twenty thousand dollars (\$20,000) shall be distributed annually to qualified applicants in the form of fellowships and grants-in-aid provided there is sufficient income;
- c. The Fellowship board shall adopt the annual budget and review and adjust as necessary. The administration budget shall comply with all laws governing 501(c)3 corporations; and
- d. A separate administrative reserve account to be set aside at the beginning of each year for the following year fellowships. All other income shall be placed in the Endowment Fund after expenses for the current year.

Article IX Committees

Section 1. The standing committees shall be a Finance Review Committee and a Finance Committee.

Section 2. The Finance Review Committee shall be a committee of up to three (3) club

members appointed by the president, not to include a FRF board member. The committee shall review the treasurer's books at the close of the fiscal year and report to the board.

Section 3. The Finance Committee shall be a committee of three (3) members appointed by the president. The treasurer shall serve as ex-officio member. They shall review the financial affairs of the FRF as directed by the president, make recommendations, and prepare the budget.

Article X Dissolution

Section 1. Upon dissolution of the corporation, its assets remaining after payment or provision, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for social welfare purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article XI Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the FRF in all cases to which they are applicable and in which they are not inconsistent with these bylaws or higher Soroptimist law and any special rules of order that the FRF may adopt.

Article XII Amendment

These bylaws may be amended by a two-thirds vote at the annual meeting of the FRF provided such an amendment has been submitted by a club, a region committee, the Founder Region, Inc. board, the FRF board or any or its members and shall be sent by December 15, by mail, for which there is evidence of delivery as follows: one (1) copy to the president, one (1) copy to the secretary, one (1) copy to the Founder Region, Inc. governor, one (1) copy to the Founder Region, Inc. secretary, and one (1) copy to the Founder Region, Inc. Laws and Resolutions Committee chairman. All proposed amendments properly filed shall be included with the Founder Region, Inc. Call to Conference.