

# Alpha Delta State Ohio Educational Foundation



## ALPHA DELTA STATE OHIO EDUCATIONAL FOUNDATION (ADSOEF)

By Norma Kirby, Chair

Alpha Delta State Ohio Educational Foundation will be conducting its first Annual Meeting on Saturday, April 14, 2018 at the Alpha Delta State Convention. The meeting will be held from 11:30 a.m. - noon in Polaris D.

The directors of ADSOEF encourage you to attend this meeting. One important function of this business meeting is the approval of the proposed ADSOEF Bylaws. The proposed Bylaws are included for your review.

If you have any questions regarding the ADSOEF Bylaws, please contact a Foundation Director. Contact information is also included.

**Remember -  
all members of Alpha Delta State are also members of  
Alpha Delta State Ohio Educational Foundation!**

**ALPHA DELTA STATE OHIO EDUCATIONAL FOUNDATION  
BYLAWS**

**ARTICLE I - NAME and LOCATION**

**Section A.** The name of the corporation shall be Alpha Delta State Ohio Educational Foundation hereinafter referred to as ADSOEF.

**Section B.** The location of ADSOEF shall be Cincinnati, Ohio. This may be changed upon recommendation of ADSOEF Board of Directors and filing of an appropriate certificate with the Ohio Secretary of State.

**Section C.** ADSOEF is an Ohio Nonprofit Corporation. The Certificate of Status document entity number is 575782.

**ARTICLE II - MISSION and PURPOSES**

**Section A.** The mission of ADSOEF is to procure funding to serve charitable purposes relating to professional and personal growth and educational excellence.

**Section B.** ADSOEF exists for the purposes of raising, managing, and distributing funds to satisfy its mission, and to promote personal and professional growth of individuals and groups.

**Section C.** ADSOEF is organized exclusively for charitable educational purposes as stipulated under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No activities of ADSOEF shall support political campaigns on behalf of, or in opposition to, any candidate for public office; be involved in circulating propaganda or otherwise attempting to influence legislation, restrict ADSOEF involvement on the basis of race, religion, gender, or national origin; or do anything to disqualify its tax-exempt status pursuant to Section 170(c)(2) of the Internal Revenue Code.

**ARTICLE III - MEMBERSHIP**

**Section A.** All members of Alpha Delta State of The Delta Kappa Gamma Society International shall be members of ADSOEF. No membership fee is required.

**Section B. Participation:**

1. Members may attend the Annual Meeting of ADSOEF.
2. Members may participate in the nomination and election of ADSOEF's Board of Directors.
3. Members may make financial contributions and/or assist in raising funds to support the charitable work of ADSOEF.
4. Members may apply for funds that carry out the mission and purposes of ADSOEF.
5. Chapters may apply for funds that carry out the mission and purposes of ADSOEF.
6. Members may participate in leadership and life-long learning activities and events.

**ARTICLE IV - FINANCES**

**Section A.** No part of the net earnings of ADSOEF shall inure to the benefit of its directors, officers or other private persons, except that ADSOEF shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of ADSOEF. ADSOEF shall not take any action prohibited by the Ohio Revised Code (ORC).

**Section B.** The Board may authorize its officer/s or agent/s of ADSOEF to enter into a contract or execute and deliver any instrument in the name of and on behalf of ADSOEF. Such authority may be general or confined to specific instances.

**Section C.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of ADSOEF shall be signed by such officer/s or agent/s of ADSOEF and in such manner as shall be determined by resolution of the Board.

**Section D.** All funds of ADSOEF shall be deposited to the credit of ADSOEF in such banks, trust companies, or other depositories as the Board may select.

**Section E.** The Board may accept on behalf of ADSOEF any contribution, gift, bequest, or devise for the general purposes or for any special purpose of ADSOEF. The Board reserves the final option for acceptance or rejection of a prospective charitable gift.

**Section F.** All assets and earnings of ADSOEF are exclusively for charitable purposes, including the payment of expenses necessarily incident thereto; and no part of such assets and earnings shall inure to the benefit of any employee, officer or member of ADSOEF or of any other individual, except in payment of reasonable compensation for services actually rendered or expenses necessarily incurred shall be paid, and no part of the income of ADSOEF shall be distributed to any of its Directors or Officers.

**Section G.** When funds are available, ADSOEF shall make distributions for charitable educational purposes for which it was organized, including administrative expenses. In any such distribution of funds, no discrimination shall be made on account of the age, race, gender, religious affiliation, disability, national origin or organization membership of the individuals or programs to benefit thereby.

**Section H.** An independent professional audit of ADSOEF financial records shall be performed annually.

**Section I.** The fiscal year for ADSOEF shall be July 1 through June 30.

## **ARTICLE V - BOARD OF DIRECTORS**

**Section A.** The business, property, and programs of ADSOEF shall be managed by its Board of Directors, hereafter the Board, in accordance with these Bylaws.

**Section B.** Board of Directors:

1. The Board shall be composed of ten (10) directors, all of whom are members of Alpha Delta State.

2. Seven directors shall be elected by ADSOEF members for four year terms.

3. The State President, Immediate Past State President, and the Treasurer of Alpha Delta State shall serve on the ADSOEF Board of Directors. The Treasurer is an ex-officio, non-voting member of the board.

4. Directors shall be limited to two (2) consecutive full terms (eight years), after which a Director may not be considered for re-election to the Board for at least two (2) years. The Board may, at its discretion, waive this limitation for the position of treasurer.

5. The initial Board shall have staggered terms, which shall be assigned randomly, as follows: three (3) members shall be elected to serve from 2017-2019 and four (4) members shall be elected to serve from 2017-2021. The term of office for subsequent directors shall be four (4) years, with terms staggered so that terms expire on a rotating basis every two years.

6. Elections will occur in odd-numbered years to fill any Director positions with terms expiring in that year.

7. Vacancies occurring on the Board shall be filled by recommendation of the current Board of Directors for the unexpired term or until a successor is elected.

**Section C.** The elected officers of ADSOEF shall be the Chairman, the Vice-Chairman, and the Secretary. The Alpha Delta State Treasurer shall serve as the Treasurer of ADSOEF; the Treasurer is a non-voting member.

**Section D. Responsibilities:** The Board of Directors shall control and manage all affairs and assets of ADSOEF, make contracts and purchases, direct all expenditures, and shall administer the affairs of ADSOEF in such a manner as will carry out the mission and purposes of ADSOEF. Specific responsibilities of the Board include the following:

1. Promote the mission and purposes of ADSOEF.
2. Review and implement strategic plans that support Alpha Delta State initiatives.
3. Assure effective organization, planning, and management of resources.
4. Assure the legal and ethical integrity of ADSOEF and maintain accountability by keeping current with 501(c)(3) compliance regulations on an annual basis.
5. Develop a manual of policies and procedures relating to all aspects of ADSOEF's management, and conduct all ADSOEF business and activities within the parameters of those guidelines and regulations.
6. Serve as advocates for ADSOEF to Alpha Delta State chapters.
7. Assist with fundraising by identifying and building relationships with potential contributors and funding agencies,
8. Assure that all funds, securities, and other valuable effects are deposited to the account of ADSOEF in such depositories as may be designated for that purpose by the Board.

**Section E.** Any Director may be removed from office by an affirmative vote of a majority of the Board present at any duly called regular or special meeting of the Board at which a quorum is present. No Director shall be removed without having the opportunity to be heard at a meeting, but no formal hearing procedure must be followed. Reasons for removal include, but are not limited to three consecutive absences from ADSOEF Board or committee meetings or whenever in the judgment of the Directors removal of a Director would be in the best interest of ADSOEF.

## **ARTICLE VI - OFFICERS**

**Section A.** The Chairman, Vice-Chairman, and Secretary shall be elected from the ADSOEF Board. The Alpha Delta State Treasurer shall also serve as the ADSOEF treasurer without vote. The Chairman, Secretary and Treasurer shall be Directors and Officers of ADSOEF.

**Section B.** Officers shall be elected biennially in odd-numbered years by majority vote of the Directors. In the event of absence, inability, refusal to act, or the death of any officers of ADSOEF, the Board may appoint any member from the Board to perform those responsibilities until a successor has been duly elected.

**Section C.** Any officer may be removed by the Board when the best interest of ADSOEF would be served. Any officer may resign at any time by filing a written resignation with either the Chairman or Secretary of the Board.

**Section D.** The length of terms for elected officers of ADSOEF shall be for two (2) years, with successive terms limited to a maximum of four (4) consecutive years.

#### **ARTICLE VII - COMMITTEES**

The Board of Directors shall be empowered to establish standing committees and special committees as are deemed necessary to carry out the mission and purposes of ADSOEF. Each committee shall be composed of ADSOEF members. The designation and appointment of any such committee shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by law, and any action taken by a committee shall be in the nature of a recommendation to the Board and will require Board approval.

#### **ARTICLE VIII - MEETINGS**

**Section A.** The Annual Meeting of ADSOEF shall occur during the Alpha Delta State Convention or at a time designated by the Board of Directors. Written notice stating the place, date, and time of the annual meeting of ADSOEF shall be given at least four (4) weeks prior to the meeting.

**Section B.** Regular meetings of the Board shall be conducted as determined by the Board. Written notice stating the place, date, and time of the regular meeting of ADSOEF shall be given at least four (4) weeks prior to the meeting.

**Section C.** Special meetings of the Board shall be called by the Chairman of the Board or by one-third (1/3) of the Board at any time. The purpose/s of the special meeting shall be announced at the time of notice. Notice stating the place, date, and time of the special meeting of ADSOEF shall be given at least three (3) days prior to the meeting.

**Section D.** The members present at any properly announced meeting shall constitute a quorum. All issues to be decided on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Each member shall be entitled to one vote on each matter submitted for action to the members. Proxies or proxy voting

shall not be permitted.

**Section E.** In the interim between regular meetings, essential business may be transacted by the Board without a meeting if unanimous consent of the Directors is filed with the Secretary in writing or through electronic communication and includes the date of each Director's signed consent. Such consent shall have the same force and effect as a unanimous vote at a meeting.

#### **ARTICLE IX - AUTHORITY**

The rules contained in *Robert's Rules of Order Newly Revised* (current edition) shall govern ADSOEF proceedings in all cases to which they are applicable and in which this authority is not inconsistent with other ADSOEF rules and any state or federal statutes applicable to this organization that do not authorize the provision of these Bylaws to take precedence. The Chairman shall appoint a parliamentarian as needed.

#### **ARTICLE X - AMENDMENTS**

The Bylaws and Articles of Incorporation may be amended by the Board of Directors, provided that two-thirds (2/3) of the entire Board shall vote in favor of such amendment and that a written proposal for the amendment has been distributed to all directors at least four weeks before the vote is taken on such amendment. All voting on amendments shall be done when the Board of Directors is in session.

#### **ARTICLE XI - DISSOLUTION and DISTRIBUTION OF ASSETS**

In the event that either by vote of the Directors or by legal action or otherwise, this corporation is dissolved, its assets after the payment of all outstanding obligations shall be transferred and delivered to such other nonprofit organization qualified under Section 501(c)(3) of the Internal Revenue Code as will carry out the purposes and policies set forth in the Articles of Incorporation of this corporation. In any event, no part of the remaining assets of the corporation shall inure to the benefit of any private individual.

**ALPHA DELTA STATE OHIO EDUCATIONAL FOUNDATION**

**Board of Directors**

## March 2018

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## ALPHA DELTA STATE

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