

**WOODBURY
COMMUNITY
FOUNDATION**



Woodbury Community Foundation By-Laws

The Woodbury Community Foundation, a corporation duly organized under Minnesota statutes, Chapter 317A and laws amendatory thereof and supplementary thereto.

ARTICLE I: NAME

The name of this organization shall be the Woodbury Community Foundation.

ARTICLE II: PURPOSE

Section II.1. The purpose(s) for which this organization is formed are:

- a. To strengthen the community by connecting people and organizations with causes and initiatives that matter.
- b. To build collaborations and provide key research to guide strategic intervention to demonstrated areas of need (initiatives), and create networks of donors, volunteers, and the business community to support the needs of Woodbury's residents.
- c. To help nonprofit organizations succeed in their missions of giving economically challenged people opportunities to live better lives by accumulating and subsequently reinvesting funds in the community.
- d. To ensure that our community is a premier and caring place to live, work, and play for all.
- e. To receive by gift, grant, devise, bequest or otherwise and from any private or public sources, personal or real property, and to hold, administer, sell, invest, reinvest, manage, use, disburse and distribute and apply the income of the same in accordance with the directions and intent of the donor(s) of such property, or, in the absence of such directions, as the members of the Board deem best for the promotion of any or all of the stated purposes of this organization.

- f. To do any and all things either alone or in cooperation with other organizations or institutions and either directly or by contribution to such other organizations or institutions, which it may deem necessary or proper in order to carry out the stated purposes of this organization.

Section II.2 No substantial part of the activities of this organization shall be for the purpose of carrying on propaganda or otherwise attempting to influence legislation. None of the activities of this organization shall consist of participating in, or intervening in any political campaign on behalf of any candidate for public office.

Section II.3 No part of the net earnings of this organization shall inure to the benefit of any individual. The property of this organization is irrevocably dedicated to charitable purposes, and upon liquidation or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person, but will be distributed to a nonprofit fund, foundation or organization which is organized and operated for charitable purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III: MEMBERS

Section III.1 The members of the Board of Directors shall be at least seven (7) and no more than twenty-five (25) persons representative of the Woodbury area, excluding up to three (3) Student Directors appointed under Section III.9.

Section III.2 The members of the Board shall each have one vote.

Section III.3 Terms: Members of the Board will have staggered terms so that, when possible, up to one-third of the members' terms shall expire each year. All terms will be for three years. No person may serve more than three consecutive three-year terms except after an absence from membership of one year.

Section III.4 New Board Members: The Governance and Nominating Committee, with input from the current Board, shall recommend a slate of new Board Members to the full Board of Directors for consideration and election at the last Board meeting of each fiscal year. Members of the Board shall be elected on the basis of their experience with the Foundation, their familiarity with the Woodbury community, their desire to

improve Woodbury and have a specific area of expertise beneficial to the Woodbury Community Foundation.

The purpose of this provision is to make the Board of Directors generally representative of the population of Woodbury. At least two-thirds of Directors must live or work in Woodbury.

Section III.5 All Board members shall be volunteers and shall not be paid personnel of the organization.

Section III.6 A Board member representing an organization receiving financial support or under consideration for a grant from this organization shall abstain from votes taken regarding such financial support or grant consideration.

Section III.7 Unexcused Absences. Any member who has two consecutive unexcused absences from regular meetings may be deemed to have resigned their position on the Board. If after a review meeting with the Governance and Nominating Committee, a third missed meeting occurs, the board may appoint a new person to the position. Resignation under this Section shall not preclude the individual from re-applying for a position on the Board.

Section III.8 Board Member Resignation or Removal. Any Board member may resign at any time by giving written notice to the Chair of the Board or the Secretary. The resignation shall be effective upon acceptance when the notice is received by the Chair of the Board or the Secretary, unless a later effective date is specified in the notice. Any Board member may at any time be removed by the Board of Directors with or without cause.

Section III.9 Student Directors: The Board of Directors may appoint up to three (3) Student Directors as full voting members for a one-year term, renewable once. Eligible students must live in Woodbury, be entering at least their junior year of high school, and demonstrate strong leadership and civic engagement. Student Directors may serve on committees but are not eligible to hold officer positions.

ARTICLE IV: OFFICERS

Section IV.1 The elected officers of the Board shall consist of Chair, Vice Chair, Secretary, and Treasurer. The Board may combine officer positions, except for the positions of Chair and Vice Chair. Such Officers must be duly elected members of the Board of Directors.

Section IV.2 Chair. The Chair, or in his/her absence, the Vice Chair or other designated Officer, shall preside at all meetings. He/ she shall have general supervision and direction of the affairs of the Foundation. He/she shall execute, on behalf of the Foundation, all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Foundation. The Chair shall be an ex officio member of each committee.

Section IV.3 Vice Chair. The Vice Chair shall perform the duties of the Chair in the case of the latter's absence or disability. The execution by the Vice Chair, on behalf of the Foundation of any instrument, shall have the same force and effect as if it were executed on behalf of the Foundation by the Chair. The position of Vice Chair shall serve as the Chair-Elect and upon election by the Board of Directors shall become the Chair at the conclusion of his/her term.

Section IV.4 Secretary. The Secretary or designee shall act as clerk of each meeting, recording all votes and the minutes of all proceedings.

Section IV.5 Treasurer. The Treasurer shall attend all meetings of the Board and shall maintain the financial records of the Woodbury Community Foundation on the financial status of the organization at meetings of the Board.

Section IV.6 Officer Terms. Officers shall be elected to a two-year term but reconfirmed annually by the Board of Directors. All terms will begin on July 1st and end on June 30th, respectively. Officers may serve up to two consecutive terms. In the event a position cannot be filled or upon the discretion of the Chair, Officers may, upon appointment by the Chair and confirmation by the Board, serve one additional year.

Section IV.7 Officer Resignation or Removal. Any officer may resign at any time by giving written notice to the Chair of the Board or the Secretary. The resignation shall be effective upon acceptance when the notice is received by the Chair of the Board or the Secretary, unless a later effective date is specified in the notice. Any officer may at any time be removed by the Board of Directors with or without cause.

ARTICLE V: EXECUTIVE DIRECTOR

Section V.1 Executive Director. The Board of Directors may, in its sole discretion, employ an Executive Director who shall be the Chief Operating Officer of the Foundation and be responsible for the general active management of the business of the Foundation and see that the orders and resolutions of the Board are carried into effect. The Executive Director shall have such powers and perform such duties as may from time to time be granted or delegated by the Board of Directors or the Chair. Such person shall not be a voting member of the Board of Directors. If there is no Executive Director, such duties, as required, shall be performed by the Chair, or his/her designated appointee.

Section V.2 With prior Board approval, the Executive Director shall have the authority to sign and deliver in the name of this corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which (a) the Board of Directors has expressly reserved the right to grant such authority by resolution, or
(b) the authority to sign and deliver is required by law to be exercised by another person, or
is expressly delegated by the Articles of Incorporation, the Bylaws, or the Board of Directors to another person.

Section V.3 The Executive Director will report to the Chair of the Board but is responsible to the full Board of Directors. Performance reviews will be conducted after the first six months of service, at one year of service and then annually after that time.

Section V.4 The Executive Director shall not be a voting member of the Board but is an ex officio member of each committee.

ARTICLE VI: MEETINGS AND NOTICES

Section VI.1 A meeting of the Board of Directors may be held upon five (5) days' notice.

- a. Meetings of the Board of Directors shall be held on a regular basis, a minimum of four (4) times per year at such times and locations as may be fixed from time to time by a majority of the members of the Board of Directors. A schedule, or any amended schedule, of the regular meetings shall be provided to the directors.
- b. Special meetings of the Board of Directors shall be held when called (i) by the Chair of the Board, or (ii) by the Secretary within

ten (10) days following the written request of any two (2) Board members. Notice of any special meeting shall be given to each director not less than three (3) days in advance thereof. Notice to a director shall be deemed to be given when deposited in the United States mail postage prepaid to the address of such director, when personally delivered, orally or in writing, by a representative of the Board of Directors, or when transmitted electronically via e-mail or text message.

- c. If all the Directors are present, a meeting of the Board of Directors may be convened, and no notice shall be required. Any business may be transacted at such meeting.
- d. Meetings may be held among the Board of Directors by means of remote communication through which all of the Directors may participate in the meeting, if notice is given as required by this Article.

Section VI.2 Quorum and Voting. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting thereof. A quorum, once established, shall continue to exist, regardless of the subsequent departure of any directors. Each director shall have one vote. The vote of a majority of the directors present at any meeting at which a quorum is present shall be sufficient to adopt any action. Proxies may be permitted, when written notification of the action being adopted is provided in writing at the time the notification of the meeting is sent to all members of the Board, and upon written or electronic request by a member who may not be in attendance to cast a vote.

The proxy vote may only be allowed at the discretion of the Chair and upon written or electronic notification to the member.

Section VI.3 Action Taken Without a Meeting. The Board of Directors shall have the right to take any action in the absence of a meeting which it could take at a meeting when authorized in a writing signed by all of the directors.

ARTICLE VII: VACANCIES

All vacancies on the Board shall be filled by appointment by the remaining members of the Board as recommended by the Governance and Nominating Committee. Individuals appointed to fill a vacancy shall serve the remaining term of the vacant position and may serve up to (2) regular terms. The Board of Directors may in its discretion elect a director to serve for a term of less than three years in order to avoid the expiration of the terms of a disproportionate number of Directors in any one year.

ARTICLE VIII: COMMITTEES

Section VIII.1 Executive Committee. The Chair, Vice Chair, Secretary, and Treasurer shall serve as members of the Executive Committee for the length of their term(s). In addition, up to four additional appointments may be made to the Executive Committee. The Chair of the Board shall be the Chair of the Executive Committee. Nominations to the Executive Committee will require a simple majority approval of the Board of Directors and will serve one-year terms. The Executive Committee shall have the authority to conduct business of the corporation between meetings of the Board of Directors.

Section VIII.2 The Board shall have the authority to appoint various committees, working groups or task forces to serve and advise the Board on matters pertaining to the operations of the organization and achievement of its goals.

Section VIII.3 Members of the Board shall be appointed to serve on at least one Standing Committee and may serve on any subcommittee or otherwise serve as ad hoc member of any committee. Outside community members may be appointed to serve on any committee of the Board.

Section VIII.4 Standing Committees. Standing committees shall include: Finance and Audit, Development/Fundraising, Marketing/Communications, Grants and the Governance and Nominating Committee.

ARTICLE IX: NONDISCRIMINATION

The Foundation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

We are committed to providing an inclusive and welcoming environment for all members of our staff, volunteers, vendors, and community partners.

ARTICLE X: AMENDMENTS

The Bylaws of the Woodbury Community Foundation may be amended by a two-thirds (2/3) vote of all the Board members at any regular meeting of the Board or at any special meeting, provided that notice of such regular or special meeting shall state the proposed amendment and the fact that it is to be voted upon at the meeting.

Christie Denson
Chair, Board of Directors

Kathy Carlson
Secretary, Board of Directors

Date Affirmed by the Board _____