

# ESA FOUNDATION – BYLAWS

## ARTICLE/Section

### I. NAME AND LOCATION

- A. *The name of this non-profit foundation shall be ESA Foundation.*
- B. *The ESA Foundation shall maintain a permanent mailing address:  
363 West Drake Road, Ft. Collins, Colorado 80526*

### II. PURPOSE

*The ESA Foundation shall be a non-profit/tax-exempt organization pledged to develop the philanthropic activities of volunteers, provide assistance to established programs that serve human needs, and produce new programs to improve the quality of life.*

### III. MEMBERSHIP

- A. *Any individual, business, corporation, or organized group of Epsilon Sigma Alpha (Chapter, Region, District, Zone, State, Area Council or Auxiliary), referred to as a "Foundation Entity", who has contributed at least \$25.00 in undesignated funds prior to August, 1979, became a charter member and received a certificate of charter membership.*

*Charter membership was also granted to any of the above who had, before August 1, 1979, made one or more installment payments toward charter membership and completed payment of \$25.00 in undesignated funds before July 1, 1980.*

- B. *After August, 1979, any "Foundation Entity" who contributes \$25.00 in undesignated funds in one dues year and pays annual dues of \$15.00 in each of the following dues years, shall be an active member. Any "Foundation Entity" who pays annual dues of \$15.00 shall be an active member for the dues year in which the payment is made.*
- C. *New member and annual member dues shall cover the dues from March 1 through the last day of February. A member is considered ACTIVE for the current year and is eligible to vote at the annual meeting if his/her dues have been received at the Headquarters office by the close of the day on the last day of February. Late dues will be credited to the following year.*

*Payment of new member fees or annual dues shall be accepted until the deadline date, as set by the Board of Directors for the current year, as outlined in the Voting Section, and will receive active member status.*

*Active "Foundation Entities" shall receive the membership newsletter and be entitled to vote on any question posed to the Foundation membership.*

*"Foundation Entities" not paying annual dues by the prescribed deadline date shall be considered an inactive member for that year.*

- D. *Any "Foundation Entity" as of July, 1995, upon payment of the required \$500.00 fee shall be accorded Life Active status with no annual dues assessment. They shall be considered an active member of the Foundation with all voting privileges.*

### IV. BOARD OF DIRECTORS

- A. *The number of Directors who shall constitute the Board of Directors may not exceed eleven (11). Until otherwise determined, the number of Directors shall be eight (8) and shall reside within the continental United States.*

*Until specified otherwise, Directors shall be elected for three (3) year terms on a staggered basis as follows: Beginning in 1998, three (3) Directors for that fiscal year, three (3) Directors for the next fiscal year, and two*

*(2) Directors the third fiscal year.*

*There will be one (1) appointed "Overseas" Director who resides outside the Continental United States. This appointed Director shall serve a three (3) year term and may voice opinions, but shall serve without a vote.*

*A Director may not serve more than six (6) consecutive years, except for the specific purpose of changing the basis of the staggered terms for election of the Board of Directors and/or completion of an open term when a vacancy occurs. If a person completes an open term, they will be eligible to run for two (2) full terms.*

- B. The Directors shall constitute the Executive Board and shall govern all business and affairs of the ESA Foundation.*
- C. The officers of the ESA Foundation shall consist of a Chairman, Vice Chairman, Secretary, and Treasurer. Only an elected Director may serve as an officer.*

*The Chairman shall be the principle executive of the ESA Foundation and is empowered to represent the ESA Foundation as President when action by an officer acting as President is required, and shall serve as Chairman of the Executive Board of Directors.*

*The Vice Chairman is empowered to represent the ESA Foundation as Vice President when action by an officer acting as Vice President is required and shall serve as Vice Chairman of the Executive Board of Directors. The Vice Chairman shall execute the functions of the Chairman when the office of Chairman is unfilled or the Chairman is unable to serve.*

## **V. MEETINGS**

- A. The Board of Directors shall meet upon the call of the Chairman at such time or times as the Chairman shall deem necessary to conduct the business of the ESA Foundation. When the Chairman receives a request in writing signed by any two Directors, the Chairman must forthwith call a meeting of the Executive Board.*
- B. A majority of the Executive Board members shall constitute a quorum. If a quorum is present at any meeting, the Executive Board may conduct business of the ESA Foundation by a majority vote of those present.*

*All individual members of the ESA Foundation, and any persons by invitation of the Chairman, are entitled to attend meetings of the Board of Directors. They shall not be reimbursed for expenses except as fixed in a specific instance by the Board of Directors. Such persons shall sit without vote.*

- C. Notice of all meetings shall be provided to Directors and "Foundation Entities" at least (10) days in advance of such meetings.*
- D. There shall be an Annual meeting of the ESA Foundation during the month of July, unless otherwise ordered by the Board of Directors, for receiving annual reports and the transaction of other business.*

*Notice of the Annual Meeting shall be provided to each "Foundation Entity" at least thirty (30) days before the appointed time of the meeting.*

- E. The fiscal year of the ESA Foundation shall be June 1 through May 31.*

## **VI. QUALIFICATIONS OF DIRECTORS**

- A. Any candidate for Director must hold active individual membership at the time of nomination.*
- B. No elected ESA Foundation Director may hold an elective position on the Executive Board of the International Council of Epsilon Sigma Alpha, or be an employee of the Epsilon Sigma Alpha Membership Corporation, or hold an elective position on the Board of Directors of the Epsilon Sigma Alpha Membership Corporation during her/his term of office on the ESA Foundation Board of Directors.*

## **VII. DUTIES OF OFFICERS**

- A. *The CHAIRMAN shall have general supervision over the business and activities of the ESA Foundation and shall preside at all meetings of the Executive Board including the Annual meeting. The Chairman shall be a member, ex-officio, of all committees except the nominating committee.*

*The Chairman shall appoint annually the finance committee and other committees as deemed necessary.*

- B. *The VICE CHAIRMAN shall assume the duties of the Chairman in her temporary absence. Upon the death or withdrawal of the Chairman, the Vice Chairman shall become Chairman.*

- C. *The SECRETARY shall keep accurate records of all ESA Foundation Board meetings and a copy shall be placed in the permanent records of the ESA Foundation.*

*The Secretary is authorized to sign legal documents as deemed necessary to carry out the business and administration of the ESA Foundation.*

- D. *The TREASURER shall submit a proposed budget for the Board of Directors approval annually and be responsible for review and analysis of the ESA Foundation financial statements.*

*The ESA Foundation shall have a complete audit performed by an outside accounting firm every year.*

#### **VIII. ADVISORS, IC LIAISON, JUNIOR PAST CHAIRMEN AND STATE COUNSELORS**

- A. *IC LIAISON - A member of the International Council of Epsilon Sigma Alpha may serve as a Liaison to the ESA Foundation Board for the International ESA Council. They may voice opinions, but shall serve without a vote.*

- B. *ADVISORS - Past ESA Foundation Chairmen may continue to serve as Advisors to the Board of Directors providing continuity of information regarding past Board actions and Meetings and investment decisions. They may voice opinions, but shall serve without a vote.*

- C. *JUNIOR PAST CHAIRMAN - The Junior Past Chairman, if no longer an elected member of the Board of Directors, may sit as an advisory director to the Board and voice opinions but shall serve without a vote.*

- D. *STATE COUNSELOR - A state or country may appoint or elect an ESA Foundation State Counselor. A State Counselor must be an individual active member in the ESA Foundation.*

#### **IX. NOMINATIONS AND ELECTIONS**

- A. *Nominations*

1. *“Call for Nominations” for the ESA Foundation Board of Directors shall be provided to the ESA Foundation membership no later than December 1 of each year.*
2. *Nominations shall be received no later than February 1 of each year.*
3. *The candidates’ qualifications shall be provided to the membership.*
4. *“Notice of Intent to Nominate” from the floor shall be submitted 60 days prior to the Annual Meeting.*

- B. *Elections*

1. *When the number of candidates is the same as the number of vacancies on the ESA Foundation Board of Directors to be filled, the Chairman can take a voice vote, or can declare that the candidates are elected, thus effecting the election by general consent of “acclamation.”*

2. *A plurality vote of ballots cast shall elect. Cumulative voting shall not be permitted.*
3. *ESA Foundation voting members in attendance at the Annual Meeting must cast their own votes and are entitled to a Certificate of Attendance.*
4. *No one attending the Annual Meeting may cast more than one vote, but may hold several proxies.*
5. *A member of a "Foundation Entity" may be designated to carry that group's vote at the Annual Meeting and are entitled to a Certificate of Attendance.*
6. *ESA Foundation voting members not in attendance at the Annual Meeting may vote by proxy. Their proxy vote must be cast by an authorized voting member of the Foundation in attendance.*
7. *The incoming ESA Foundation Board of Directors shall assume duties of their office at the first Board Meeting following the election.*
8. *In cases of an inability to hold an Annual Meeting due to a nationwide crisis, the Nominating Committee shall present candidates for office, and election shall be sent in accordance with the method determined by the ESA Foundation Board of Directors. The Board of Directors may also devise a means to transact business and to declare the officers chosen duly elected during such emergency.*

#### **X. VACANCIES**

*Vacancy for the office of Chairman is addressed under the Vice Chairman Section. Other vacancies on the ESA Foundation Board of Directors shall be filled, for the unexpired term, by appointment(s) from the ESA Foundation active membership by the Chairman with the approval of the Board of Directors. Any appointment made by the Board of Directors shall be for the remainder of the fiscal year of appointment only. Remaining years of the term of the vacated directorship will be served by an individual elected for the balance of that term under the same nominating and electing procedures used for regular election of directors. Such election is to occur at the next Annual Meeting after the directorship is originally vacated.*

#### **XI. FINANCES**

- A. *ESA Foundation Directors are entitled to be reimbursed for travel and lodging when conducting official ESA Foundation business.*
- B. *The Board of Directors may approve reimbursement as indicated for the appointed advisors.*
- C. *The IC Liaison attending meetings of the ESA Foundation Board of Directors shall be reimbursed for the same number of nights lodging as approved for the Board of Directors at each meeting attended, unless reimbursed by another entity.*

#### **XII. VOTING**

- A. *Each "Foundation Entity" is entitled to one (1) vote on any question posed to the Foundation membership during the Annual meeting.*
- B. *Questions which arise may be put to a vote of the active membership with thirty (30) days notice from the Board.*
- C. *Any motion submitted to the Chairman of the ESA Foundation Board may be voted upon by the current means of communication. The motion shall be ratified at the next board Meeting by general consent.*

#### **XIII. UNITED STATES POSTAL MAILING PERMIT**

*The ESA Foundation shall hold a US Postal mailing Permit to be renewed annually. This permit may be used at designated "drop stations" by members who wish to participate in mailing ESA Foundation materials. Members using the Foundation permit must include ESA Foundation information in their publication.*

#### **XIV. PARLIAMENTARY AUTHORITY**

*Roberts Rules of Order, Newly Revised, shall be the parliamentary authority of the ESA Foundation on all points not covered in these Bylaws.*

#### **XV. DISSOLUTION**

- A. *The ESA Foundation shall use its funds only to accomplish the objectives and purposes specified in the Articles of Incorporation, and no part of such funds shall inure or be distributed to the members of the ESA Foundation.*
- B. *Upon Dissolution, any funds remaining shall be distributed to one or more education, scientific, or philanthropic organizations engaged in activities similar to those of the ESA Foundation. Distributions shall be selected by the members of the ESA Foundation.*

#### **XVI. AMENDMENTS**

- A. *Current ESA Foundation Bylaws will be maintained on the ESA Foundation website. A printed copy of the current Bylaws will be mailed to ESA Foundation members upon request.*
- B. *Proposed Bylaw changes submitted by the membership must be in the hands of the ESA Foundation Parliamentarian no later than December 1.*
- C. *Changes to these Bylaws must be presented in writing, to the ESA Foundation Board of Directors thirty (30) days prior to the called meeting of the Board of Directors.*
- D. *These Bylaws may be amended at the ESA Foundation Annual Meeting by two-thirds (2/3) vote of those members present and voting and will become effective immediately.*
- E. *A mail ballot may be taken to amend these Bylaws if deemed necessary by the ESA Foundation Board of Directors. It takes two-thirds (2/3) vote of returned ballots to amend and will become effective immediately.*

*Amended and approved: July 2010; July 2013; July 2015*

## ESA FOUNDATION STANDING RULES

- I. *When, in the opinion of the Chairman and two (2) other Directors, a Director or Committee member has failed to perform properly for a period of three (3) months, the chairman may present the question of removal of said person from the Board of Directors. It shall take two-thirds (2/3) vote to remove said Director or Committee member. If the vote is on a Director, said Director shall not vote on the question.*
- II. *Upon recommendation of the ESA Foundation Executive Board or the State President, a State Counselor can be removed for non-performance of duties.*
- III. *The files of each director/chair shall be turned over to successors following the Annual Meeting.*
- IV. *A set of all contracts, minutes, treasurer's reports, and audits shall be kept in a permanent file at a location as determined by the ESA Foundation Board of Directors.*
- V. *The Procedure and Policy Manual of the ESA Foundation shall be reviewed and/or revised each year with a full revision done every three (3) years starting with 2001.*
- VI. *An attorney selected by the ESA Foundation Board shall be retained to hold Power of Attorney for the ESA Foundation.*
- VII. *Doug Mills shall be the Registered Agent for the ESA Foundation until such time of retirement.*
- VIII. *A workshop for State Counselors shall be held in conjunction with the ESA Foundation Annual Meeting.*
- IX. *The ESA Foundation Awards and Plateaus of Achievement are based on the year-to-date figures from June 1 through May 31 each year.*
- X. *Sample & Bailey CPA shall serve as the auditor for the ESA Foundation until changed by a vote of the Board of Directors.*
- XI. *All membership and dues donations to the ESA Foundation must be in United States dollar equivalents to allow voting privileges. Rate of exchange shall be based upon the rate as of the date of the check.*
- XII. *Election of ESA Foundation Directors shall be based solely upon the qualifications of the candidates as published by the ESA Foundation Nominating Committee. Since candidates should be professional and qualified, they are not to participate in any form of campaigning activities.*
- XIII. *The Treasurer, with written approval of the ESA Foundation Executive Board, shall be the sole authorized agent of the ESA Foundation for implementation of the investment decisions and transactions of the Foundation. Written authorization must be provided by the Treasurer to any third party to carry out the transactions of the ESA Foundation Board of Directors.*
- XIV. *The ESA Foundation shall have a liaison to the ESA Membership Corporation Board of Directors.*
- XV. *Reimbursement for transportation shall not exceed the cost of round-trip coach airfare, secured a minimum of two (2) weeks before travel, or of round-trip driving expenses at current IRS business mileage whichever is the lesser amount.*
- XVI. *For attendance at the Annual Meeting, elected Directors may be reimbursed as follows: Five (5) nights lodging at one-half the double occupancy rate.*
- XVII. *If the Annual meeting is scheduled to be held outside the continental United States, reimbursement for transportation shall be decided upon at that time by the current Board of Directors.*
- XVIII. *The ESA Foundation Board of Directors shall be reimbursed for postage, printing, telephone, and miscellaneous expenses in conjunction with the ESA Foundation business.*

- XIX. *These Standing Rules may be amended at a Board of Directors meeting with thirty (30) days written notice to the ESA Foundation Directors. It shall require two-thirds (2/3) vote of those Directors present and voting and shall become effective immediately.*
- XX. *A ballot may be taken to amend these Standing Rules if deemed necessary by the Board of Directors. Returned ballots representing a majority of Directors is required to constitute a quorum for the vote, a two-thirds (2/3) vote of the returned ballots to amend. The approved amendment shall become effective immediately.*

*Amended and approved: July 2012; July 2013; July 2015*