

# **BYLAWS OF THE IAWP FOUNDATION**

(A Georgia Corporation Not for Profit)

## **ARTICLE I: OFFICES**

The principal office of IAWP Foundation, hereinafter "Corporation," shall be located at the address set forth in the articles of incorporation. The Corporation may have such other offices, either within or without the state of Georgia, as the Board of Directors may determine from time to time.

## **ARTICLE II: MEMBERSHIP**

**Section 1. Classes of Members.** The Corporation shall have only one (1) class of membership, the Board of Directors, the members of which shall be the voting members of the Corporation.

## **ARTICLE III: BOARD OF DIRECTORS**

**Section 1. General Powers.** The business of the Corporation shall be managed by the Board of Directors whose members shall have a fiduciary obligation to the Corporation.

**Section 2. Number, Term and Qualifications.** The members of the Board of Directors of the Corporation shall be those persons who currently serve, or are subsequently elected and/or appointed to the following offices of the International Association of Women Police (EIN: 51-0200042), a District of Columbia nonprofit corporation ("IAWP") recognized as an Internal Revenue Code Section 501(c)(6) tax exempt organization by the Internal Revenue Service:

1. President;
2. Immediate Past President;
3. Executive Director;
4. First Vice President;
5. Treasurer;
6. Historian;
7. Recording Secretary;
8. Chaplain;
9. Sgt-at-Arms;
10. Regional Coordinator Representative.
11. Chair of the Board of Trustees. Should the Chair also be the Immediate Past President, that person shall also have only one vote.

The terms of membership of such directors shall be concurrent with the terms of such persons' service in the above-described offices with IAWP. Such persons shall assume their positions as directors of the Corporation immediately following their elections

and/or appointments to such specific offices with IAWP, and their terms of office shall continue only as long as they hold such offices with IAWP. Any director of the Corporation may resign as a director by giving notice to the Corporation's President. If such resigning director is also an officer of the Corporation such person's office with the Corporation shall be vacated immediately upon the submission of such resignation. In such circumstance a majority of the remaining directors shall elect a replacement director at the Corporation's next regular meeting. Such replacement director shall serve as a director of the Corporation only for the remaining term of the resigning director.

**Section 3. Regular Meetings.** A regular meeting of the Board of Directors shall be held each year. The Board of Directors may provide, by resolution or other form of written or electronic notification, the time and place for holding additional regular meetings without other required notice.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of a majority of the existing directors.

**Section 5. Action without a Meeting.** Any action required or permitted to be taken by a meeting of the directors of the Corporation may be taken without a meeting by written action signed by a number of the directors equal to the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present, provided that all members are notified and given the opportunity to respond. The written action is effective when signed by the required number of directors, unless a different effective time is provided in the written action. When written action is taken by less than all of the directors, the Corporation will immediately notify all directors of the action's text and effective date.

**Section 6. Signatures.** Any director of the Corporation required to sign or execute minutes, actions, actions to memorialize a meeting taken without a meeting, or other internal corporate governance matters of the Corporation may effect such signature by transmitting a signature via electronic facsimile transmission of the signature or signature page to the other party or parties, or to the Corporation directly, and the party or parties, or the Corporation, receiving such transmission may rely upon the electronic facsimile signature as a signed original of any such document.

**Section 7. Notice.** Notice of the annual, regular or any special meeting of the Board of Directors shall be given by oral, written, or electronic notice to each director. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws. Receipt of the notice shall be acknowledged by the director.

**Section 8. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors is present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 9. Board Decisions.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

**Section 10. Vacancies, Additions, Elections and Removal.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by a two-third (2/3) majority vote of the Board of Directors.

**Section 11. Compensation.** Directors, as such, shall not receive any salaries for their services as directors.

#### **ARTICLE IV: OFFICERS**

**Section 1. Officers.** The officers of the Corporation shall be a President, Secretary and Treasurer, and such offices shall be filled by the persons who serve such IAWP offices by election and/or appointment by the IAWP Board of Directors and/or Board of Trustees from time-to-time. The terms of such offices shall run concurrently with the terms of the offices of President, Secretary and Treasurer of IAWP. A majority of the Corporation's Board of Directors, in conjunction with the needs and requirements of the Corporation's designated officers, may create or appoint other offices or officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall be deemed desirable, such officers to have the authority and perform the duties prescribed, from time-to-time, by the Board of Directors. Any two or more offices may be held by the same person.

**Section 2. Vacancies; Removal.** All vacancies or removals of officers of the Corporation shall be determined or effected by the method by which any such person or office is vacated, removed, disqualified or replaced by the Board of Directors of IAWP from such person's IAWP office. To the extent any person serving as an officer of the Corporation resigns, or is removed or disqualified from such person's office held with IAWP, such person immediately shall be deemed to have resigned, been removed or disqualified from such office with the Corporation, and such person shall be replaced by the person designated and elected or appointed by the Board of Directors of IAWP to fill the office of President, Secretary or Treasurer, as appropriate.

**Section 3. Resignation; Replacement.** Any officer of the Corporation may resign as an officer by giving notice to at least two (2) members of the Corporation's Board of Directors. In such circumstance a majority of the Corporation's directors (not including the vote of the resigning officer if such person continues as a director of the Corporation) shall elect a replacement officer at the Corporation's next regular meeting.

Such replacement officer shall serve a term only for the remaining term of the resigning officer.

**Section 5. Powers of Officers.**

- A. The President: The President shall be the chief executive officer of the Corporation, shall be a continuing member of the Board of Directors, and shall have general management responsibilities of the business of the Corporation and general supervision of the other officers. The President shall preside at all meetings of the Board of Directors and see that all orders and resolutions of the Board are carried into effect. The President shall execute in the name of the Corporation all deeds, bonds, mortgages, contracts and other documents authorized by the Board of Directors. The President shall be ex-officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be authorized to delegate attendance and representation to other officers of the Corporation, as appropriate in the circumstances and in the event the President cannot attend various meetings or functions which otherwise may require the presence of the President.
- B. Secretary: The Secretary shall attend all sessions of the Board and shall act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall perform like duties for the executive and standing committees when required and shall give, or cause to be given, notice of meetings of the Board of Directors when notice is required to be given under these bylaws or by any resolution of the board. The Secretary shall keep the membership rolls of the Corporation, and in general perform the duties usually incident to the office of Secretary of a corporation, and such further duties as shall from time to time be prescribed by the Board of Directors or the President.
- C. Treasurer: The Treasurer shall keep full and accurate account of the receipts and disbursements of the Corporation in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the board and shall render to the President and directors at the regular meeting of the board, and whenever they may be required, accounts of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform the duties usually incident to the office of the Treasurer and such other duties as may be prescribed by the Board of Directors or by the President.

- D. **Delegating Powers to Other Officers:** In case of the absence of any officer of the Corporation, or for any other reason that may seem sufficient to the board, the Board of Directors may delegate such officer's duties and powers for the time being to any other officer, or to any director.

## **ARTICLE V: COMMITTEES AND BOARD OF ADVISORS**

**Section 1. Committees and Directors.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or such person by law.

**Section 2. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. The President shall appoint the members thereof. Any member thereof may be removed by the President whenever in the President's judgment the best interest of the Corporation shall be served by such removal.

**Section 3. Board of Advisors.** A Board of Advisors may be appointed as set forth below. It shall be the responsibility and privilege of the Board of Advisors to provide counsel to the President and to the Board of Directors. Counsel shall be organizational, financial, legal, or cover other areas wherein the President determines professional counsel is needed and/or desirable. No minimum or maximum number of members of the Board of Advisors shall be established and the appointment of the Board of Advisors and tenure thereon shall be at the pleasure and in the complete discretion of the President.

## **ARTICLE VI: CONFLICT OF INTEREST POLICY**

Any director, officer, or key employee of the Corporation who has an interest in a contract or other transaction, including the consideration of reasonable compensation, presented to the Board of Directors or a committee thereof for authorization, approval, or ratification shall make a prompt and full written disclosure of such interest to the board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, not use their personal influence on, nor

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participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

### **ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agents or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

**Section 2. Checks, Drafts or Orders.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be signed by the President or Treasurer of the Corporation.

**Section 3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **ARTICLE VIII: BOOKS AND RECORDS**

The Corporation shall keep accurate and complete books and records of account and shall keep all minutes of the proceedings of the Board of Directors and all committees having and exercising any of the authority of the Board of Directors, and any other committee, and shall keep at the principal office a record giving the names and addresses of the Board of Directors members entitled to vote.

### **ARTICLE IX: FISCAL YEAR**

The fiscal year of the Corporation shall be from January 1 to December 31 of the calendar year.

### **ARTICLE X: DISSOLUTION**

**Section 1.** Upon the dissolution of the Corporation, the Board of Directors shall, after the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or

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educational purposes as shall qualify as an exempt corporation or organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law) as the Board of Directors shall determine.

**Section 2.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, officers, directors, or any person except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the tax exempt purposes of the Corporation. Notwithstanding any other provision of these bylaws to the contrary, the Corporation shall not carry on any activity not permitted to be carried on by:

- A. A corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or
- B. A corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States revenue law).

### **ARTICLE XI: AMENDMENT OF BYLAWS**

The articles of incorporation and bylaws of the Corporation may be amended by a two-thirds (2/3) majority vote of the Board of Directors at any regular or special meeting of the Board of Directors. Notice of proposed amendments to the articles of incorporation and bylaws must be provided to the Board of Directors 30 days in advance of such meeting.

### **ARTICLE XII: COUNTERPART SIGNATURES**

These bylaws may be signed in counterpart and, upon execution, shall constitute a single set of bylaws, adopted by the Board of Directors of the Corporation, binding and enforceable, although each separate director is not a signatory to the original or the same counterpart, and, upon execution, such signed counterparts will be filed with the minutes of the proceedings of the Board of Directors of the Corporation, constituting the signature pages of the originally adopted bylaws.

Adopted by the full Board of Directors this 14 day of April, 2002.

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Terrie Swann, Director

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Bonnie Devore, Director

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Laura Goodman-Brown, Director

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Michele Lish, Director

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Amy Ramsay, Director

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Cande Ackler, Director

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Deborah Montgomery, Director

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Jeanette Taylor, Director

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Jo Ann Acree, Director

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Glenda Baker, Director

Amended Aug 2011