

**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 Washington Court House, Ohio. This may be changed upon recommendation of ADSOEF Board of Directors and filing of appropriate forms with the Ohio Secretary of State, the Ohio Attorney General, and the Internal Revenue Service (IRS).

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 provide funding to serve charitable purposes relating to professional and personal growth of educators and educational excellence.

Section B. ADSOEF exists for the purposes of raising, managing, and distributing funds to satisfy its mission.

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 Ohio State Organization of The Delta Kappa Gamma Society International, hereinafter referred to as Ohio State Organization, shall be members of ADSOEF. No membership fee is required.

Section B. Participation

1. Members may be elected to serve on the Board of Directors.
2. Members may serve on and/or chair ADSOEF committees.
3. Members may participate in and vote at the ADSOEF Annual Meeting.
4. Members may participate in the nomination and election of ADSOEF's Board of Directors.

5. Members may make financial contributions and/or assist in raising funds to support the charitable work of ADSOEF
6. Members may volunteer to assist with ADSOEF activities as needed.
7. Members may apply for funds.
8. Members may notify Directors in the event of evidence of a credible breach in Foundation operations. (Whistleblower Policy)

ARTICLE IV – FINANCES

Section A. Directors shall have all the rights and privileges of membership. 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 the Board's approved Financial Management Policy.

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 to decline a prospective charitable gift.

Section F. All assets and earnings of ADSOEF are exclusively for charitable purposes, including the payment of operational expenses. No part of such assets and earnings shall inure to the benefit of any employee, Director, Officer or member of ADSOEF except in payment of reasonable compensation for services actually rendered, educational awards granted, or expenses necessarily incurred.

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 compilation 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 in accordance with these Bylaws.

Section B. Board of Directors

1. The Board shall be composed of ten (10) elected, voting Directors, all of whom are members of ADSOEF.
2. Each Director shall be elected by ADSOEF members for a two-year term.
3. Elections will occur at the ADSOEF Annual Meeting.
4. Annually five (5) Directors will be elected for two-year (2-year) terms.
5. The President of Ohio State Organization shall be invited to serve as an ex-officio non-voting member of the ADSOEF Board of Directors.
6. Directors shall be limited to three (3) consecutive full terms (six years), after which a Director may not be considered for re-election to the Board for at least one year. Directors elected for a three (3) year term in 2021 may serve three (3) consecutive terms for a total of seven (7) years.
7. A Director may resign at any time giving six (6) weeks' notice by filing a written resignation with the Board Chairman or the Secretary. In the case of serious illness or accident, the six (6) weeks' notice may be waived.
8. 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. A Director who has left the Board due to term limits in the previous election may be appointed to the vacancy. However, she is prohibited from running for a position for one year after her term limit.

Section C. Officers of the Board of Directors

1. ADSOEF Officers shall be elected annually by currently elected Directors and incoming newly elected Directors if the election of Officers occurs prior to July 1st.
2. The elected Officers of ADSOEF shall be the Chairman, the Vice-Chairman, the Secretary, and the Treasurer. The elected Officers may serve on ADSOEF committees.
3. In the event of absence, resignation, inability, refusal to act, or the death of any officer of ADSOEF, the Chairman may appoint any member from the Board to perform those responsibilities until a successor has been duly elected.

Section D. Responsibilities of the Board of Directors

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. Directors shall

1. promote the mission and purposes of ADSOEF.

2. adhere to legal duties of Board Directors, and act fairly and in the best interest of ADSOEF without concern for their own interests.
3. ensure the implementation of duties and responsibilities of Board Directors, Officers, and committees.
4. review and implement strategic plans that support the ADSOEF mission and purposes.
5. ensure effective organization, planning, and management of resources.
6. ensure the legal and ethical integrity of ADSOEF and maintain accountability by keeping current with 501(c)(3) compliance regulations, state laws, and federal laws on an annual basis.
7. develop and update 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.
8. serve as advocates for ADSOEF to Ohio State Organization chapters.
9. assist with fundraising by identifying and building relationships with potential contributors and funding agencies.
10. ensure 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.
11. report, review and resolve any conflicts of interest that may arise.
(Conflict of Interest Policy)
12. review ADSOEF Bylaws on an annual basis.

Section E. Any Director may be removed from service by an affirmative vote of the majority of the Board present at any duly called regular or special meeting of the Board. 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 – COMMITTEES

Section A. The Board of Directors shall be empowered to establish standing committees including a Nominating Committee, and special committees as are deemed necessary to carry out the mission and purposes of ADSOEF.

Section B. 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.

Section C. Recommendations requiring Board approval shall be in the form of a motion open to discussion by all Directors.

ARTICLE VII – MEETINGS

Section A. Electronic Meetings

1. Meetings may be held through electronic communication as long as members in attendance may simultaneously hear one another and participate during the meeting.
2. Electronic voting is permitted for members in attendance.

Section B. Annual Meetings

1. The Annual Meeting of ADSOEF shall occur before July 1st of each year.
2. The members present at any properly announced Annual Meeting shall constitute a quorum. All issues 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 issue submitted for action to the members. Proxy voting shall not be permitted.
3. The Annual Meeting of ADSOEF shall occur 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 C. Board of Directors Meetings

1. A minimum of three (3) regular meetings of the Board shall be conducted as determined by the Board. Notice stating the date and time of a regular meeting of ADSOEF shall be given at least four (4) weeks prior to each meeting.
2. Two-thirds of the elected Directors constitute a quorum for conducting business. Unless otherwise specified, a simple majority is required to approve motions.
3. Essential business may be transacted by the Board without a face-to-face meeting if unanimous consent to conduct the business of the Foundation is filed with the ADSOEF Secretary in writing or through electronic communication and includes the date of each Director's signed consent.
4. 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 seventy-two (72) hours prior to the meeting.
5. When conducting an electronic vote, all Directors must return the ballot to the ADSOEF Secretary by the specified deadline.

ARTICLE VIII – AUTHORITY

Robert's Rules of Order Newly Revised (current edition) may guide ADSOEF proceedings in all cases to which they are applicable and in which this authority is not

inconsistent with state or federal statutes and ADSOEF Articles of Incorporation and Bylaws. The Board Chairman shall appoint a parliamentarian as needed.

ARTICLE IX – 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 X – 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(s) 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.

Approved by ADSOEF Board of Directors 03/20/2023