

Constitution and By-Laws for The Yellow Jacket Foundation



Created July, 2014

As proposed for July 2017

Passed July 20, 2017

Table of Content

Summary Page 3

Article I – Name Page 4

Article II – Purpose Page 5

Article III - Adherence to 501(c) 3 regulations Page 6

The Yellow Jacket Foundation

Article IV - Membership and Dues Page 7

Article V - General Meetings Page 8

The Yellow Jacket Foundation Board

Article VI - Standing and Special Committees Page 9

Article VII – Make Up of the Yellow Jacket Foundation and Their Duties .Page 10, 11, 12

Article VIII – The Foundation Endowment and Investments Page 13, 14

Miscellaneous Articles

Article IX – Amendments Page 14

Article X - The Fiscal Year Page 14

Article XI - Parliamentary Authority Page 14

Summary

The purpose of the Yellow Jacket Foundation is to provide monies to the Three Rivers School District for educational opportunities in the Three Rivers Community and to build, improve and maintain the Three Rivers Local School District Athletic Facilities.

The Yellow Jacket Foundation Board is responsible for all financial issues. They oversee the endowment, gifts, etc., as well as all disbursements to the school district. The Foundation Board also is charged with appointing a treasure to maintain the financial records of The Yellow Jacket Foundation.

The Foundation Board is made up of ...

1. A person appointed by the Three Rivers Local School Board, preferably a school board member.
 2. A administrator from the school district, preferably the Athletic Director
 3. Three members at large – voted in by Foundation membership.
-

Constitution

Article I – Name

The legally registered name the organization shall be the “The Yellow Jacket Foundation,” located in Cleves, Ohio *and shall be referred to as the “Foundation” in the document.*

Article II – Purpose

Section 1

The purpose of this Foundation shall be to help provide Three Rivers Local Schools District, *known hereafter as the “district”*, with new and innovative educational opportunities and enhance athletic facilities through the funding of the capital and maintenance needs. Such assistance to the school district by the Foundation shall be done without attempting to direct the functions or policies of the district’s Board of Education, administration, teachers, or its coaches.

Section 2

The Foundation shall encourage and welcome membership to the Yellow Jacket Foundation.

Section 2

This organization is organized exclusively for the charitable, scientific, literary, or educational purpose within the meaning of the Internal Revenue Code or corresponding section of any future federal tax code.

Article III - Adherence to 501(c) 3 regulations

This organization shall follow all Federal regulations governing a 501(c) 3 organization including the following.

1. The organization shall be noncommercial, nonsectarian, and nonpartisan.
2. The name of the organization or the names of any members in their official office shall not be used for any purpose other than to promote the purpose of the organization.
3. No part of the net earnings of the organization shall be distributed to its members, directors, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article II hereof.
4. The organization shall not carry on any other activities not permitted to be carried on by any organization exempt from Federal income tax.
5. This organization shall keep such permanent books of account and records as shall be sufficient to establish the items or gross income, receipts, and disbursements of the organization in accordance of best practices.
6. This organization, in accordance with IRS regulations, shall file a form 990ez or form 990 with schedule A.
7. Upon dissolution of the organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be donated to the Three Rivers Local School District or a government entity that has taken over the role of Three Rivers Local School District; to be distributed within 12 months of the dissolution.
8. One of the most distinct provisions unique to Section 501(c) 3 organizations as compared with other tax-exempt entities is the tax deductibility of donations. 26 U.S.C. § 170, provides a deduction, for federal income tax purposes, for some donors who make charitable contributions to most types of 501(c) 3 organizations.
9. The Fund shall have its books audited by the district's Treasurer on an annual basis with the report of the Treasurer going to the school board, the leadership of the Foundation, and the elected officers of the Foundation. Said report shall also be made available to any donor or any member upon request.

Article IV - Membership and Dues

Section 1

General Membership in the Foundation is open to any person interested in furthering the purpose of the group.

Section 2

The Foundation shall admit persons to general membership at anytime.

Section 3

Each general member shall pay annual dues to the Foundation in the amount set forth in the annual budget presented by The Foundation Board. The amount of the dues may be increased or decreased as to cover the administrative needs of the Foundation (Insurance, website, legal fees, etc., but may never go below twenty-five (\$25) dollars. The amount of the dues shall be set by the Foundation Board on an annual basis.

Section 4

Only general members in good standing of the Foundation membership shall be eligible to vote, participate in its general membership business meeting or to serve in any elected position.

Definition of member in good standing

- a. A general member must be at least 18 years of age
- b. Current in dues
- c. Attended at least one meeting or participated in at least one school service or foundation event in a calendar year
- d. A general member's privileges become effective thirty days after becoming a member in good standing.

Article V - General Meetings

Section 1

Unless otherwise called by The Foundation Board President or at least 3 general members, a general meeting of the Foundation will be held in April for the approval of the annual budget and in November for the election of officers. The Budget shall run July 1 – June 31

Section 2

All Foundation Board meetings of the Foundation must be announced two weeks in advance. This announcement must state the agenda of the meeting. The agenda for any meeting will be created by the president of The Foundation Board and communicated to membership and Board members by the Foundation Secretary. If any general member wishes to add an item to the agenda; they must contact the Board President of The Foundation Board at least seven (7) days in advance of any meeting date. If any addition to the agenda is made, it shall be published six days in advance of any called meeting.

Section 3

Only items in the agenda published for that meeting date may be acted upon in any Foundation Board meeting. The Foundation Board and general membership may discuss any old or new business but shall not take action on any item unless it is in the published agenda.

Section 4

A majority vote 50% + one of a quorum at the time of the vote are required for any motion to be approved or passed. Any vote that ends in a tie will be considered to have failed.

Article VI - Standing and Special Committees

Section 1

Only members in good standing of the Foundation membership shall be eligible to participate or to serve in any of its elective or appointed positions.

Section 2

The Foundation Board shall create and disband standing or special committees as it may be necessary to carry out the work of the organization.

Section 3

The chairman of any standing or special committee shall report or update the activities of the committee to the Foundation Board as directed.

Section 4

Auditing Committee

1. The committee consisting of three (3) Foundation general members in good standing. No Foundation board member may serve on this committee, nor shall their family members, nor shall the current treasure, nor any treasure who served in the previous fiscal year. These members of the auditing committee shall be selected by the Foundation Board and voted on at the November general meeting.
2. The committee shall review the accountings of the Foundation to make sure that all spending is in line with the budget and by-laws and that all income is accounted for in accordance to Foundation policies and procedures.
3. The committee must verify with the insurance company that a non-profit institutional fidelity bond is in good standing for an amount appropriate with the fiscal year's budget.
4. The committee may send its findings to the district's treasure for an annual audit of the books by the school district.
5. The committee shall report its recommendation to the Foundation Board at the next duly called meeting.

Article VII – The Make Up of The Foundation Board and Their Duties

Section 1

The Foundation Board shall be made up of the following persons;

- A. The President. This person shall be nominated and elected by the Foundation membership. This person shall act as the moderator of the Foundation but may not serve as a treasurer. As moderator, the president shall hold no special powers or authority except that which is needed to keep meetings of the Foundation board moving in a timely and organized manor. The moderator shall be bound to operate within the rule of the latest addition of Roberts Rules of Order.
- B. An appointed Board member representing the district's school board. While it is preferred that this person be a member of the school board, the school board may appoint a non-school board member to serve in the absence of a willing board member. This person shall be appointed on an annual basis by the district's board of education and they do not need to be a member in good standing of the Foundation membership.
- C. An appointed Board member from the district's administration. Preferably the Athletic Director. If the AD is not able to serve or if the district administration would prefer someone else to serve in this role the district may appoint another member of the administration to this seat. This seat is a perpetual position and the member in this seat serves at the pleasure of the district administration. This seat does not need to be a member in good standing of the Foundation/ membership.
- D. Two community members who have a broad knowledge of federal tax law, investment experience, and support the district's athletic and educational programs. Each shall serve a two-year term, none of which expire in the same year. One community member shall be elected to serve as Vice President and one as Secretary of the Board. These Board members are nominated and approved by the Foundation membership. Any nominated person shall either be a general Foundation member or become a general member within 30 days.

Section 2

Foundation Board members shall be nominated at an October Board meeting and voted on and installed at the November Board meeting. The terms of office shall be from January 1-December 31 as is appropriate to their seat.

Section 3

The Foundation Board is responsible for the oversight of the endowment, and Foundation budgets. The Foundation Board shall present an annual budget for approval by the Foundation Board at its April meeting. The budget shall be in line with the vision and goals of the Foundation Board and general membership.

Section 5

The Foundation Board shall appoint on an annual basis:

A treasurer, who should be a member in good standing shall be nominated and recommended to The Foundation Board. If no suitable or willing candidate is found within the Foundation membership, the Foundation Board, by a 2/3 vote may appoint an outside person to serve as treasure, but a treasure chosen in such a manor shall become a member in good standing within 30 days of acceptance of the Treasure position.

The Foundation Treasures shall:

1. Have custody of all moneys of the organization.
2. Maintain accurate records of all receipts and expenditures.
3. Pay out funds as outlined in the budget.
4. Payout emergency expenditures approved by the Foundation Board, not to exceed five hundred (\$500) dollars.
5. Review any proposal for the expenditure of money in excess of \$500 not included in the budget and make recommendations to the Board on such proposals submitted
6. Present a financial report at every meeting and other times as requested by the Foundation Board.
7. Maintain a checking account for the Foundation and see that all checks drawn on the account are properly signed and shall submit all accounts and record to the Auditing Committee. The Auditing Committee will, in turn, present its findings at the April and November Board meetings.
8. Secure a non-profit institutional fidelity bond from a licensed Insurance Company in an amount appropriate with the fiscal year's budget
9. Submit all financial materials to the Auditing Committee by May 31 and September 30 or within 15 days of any request.
10. Submit on an annual basis the financial record for review by the district's treasurer as requested.

Section 6

All Foundation Board members shall deliver to their successors all official material (written or electronic) as soon as practical following the election of the successor, but not later than January 1.

Section 7

A Board member of the Foundation may be removed by a 3/5 vote of the Foundation Board at a duly called meeting.

Section 8

The Foundation Board should seek to have meetings on a quarterly basis and shall not have less than two regularly scheduled meetings during any calendar year. Three of the five members of the Foundation Board shall be in attendance to constitute a quorum for a meeting in which any business may be transacted.

Article VIII – The Foundation’s Endowment & Investments

Section 1

All fundraising and any interest made on investment shall have at least 50% of the said funds placed in the endowment.

Exceptions

- If an individual or company designates that their gift be used in its entirety for a special project
- If the Foundation is seeking to raise money for a particular capital improvement or educational funding (i.e. building a ball field or replacing field turf, educational leadership) and that said project has been approved by a 2/3 majority of the Foundation Board at a duly called meeting.

Section 2

Once funds are placed in the endowment ever it requires 3/5 Foundation Board approval to be removed or have any loan(s) or any type of encumbrance placed upon them. Up to 50% of the interest made on the endowment in any given year may be used for the furtherance of the Foundations goals. At least 50% of the annual interest must be rolled back into the endowment.

Section 3

Monies raised in any given year may be set aside for larger project.

Section 4

The Foundation Board shall present an investment plan for approval by the general membership at the April meeting and present a report on all investments at the November Board Meeting. The Board may only use those investments that were approved at the April Board meeting. If the Foundation Board desires it may also make recommended changes to the investments at the November Board meeting.

Section 6

Emergency investment change. It is understood that on rare occasions, because of fast moving market conditions (i.e. - a stock market crash) the Foundation Board may act to move the endowments investment into a safe haven investment, with a 3/5 yes vote of the Foundation Board.

Section 7

The Foundation Board shall have a best practices cash management policy and may develop additional financial policies as is needed to be followed by the committees established by the Board. Any new or revised policy shall be presented for a vote at the April or November Board meeting.

Section 8

The Foundation Board shall, once a year at the April Board meeting , declare the Endowment’s earnings from the previous year and make those funds available for educational opportunities, capital improvements and maintenance of the Three Rivers Local Scholl district’s athletic facilities. (See Art X Sec. 4)

Section 9

The Foundation Board shall ensure that its 501 (c) 3 status is current at all times and that all state and federal fillings are current.

Article IX - Amendments

These by-laws may be amended by the Foundation Board at a duly convened Board meeting by a 3/5th vote.

Article X - The Fiscal Year

The fiscal year of "The Yellow Jacket Foundation/" shall be from July 1st through June 30th.

Article XII - Parliamentary Authority

The latest edition of Robert's Rules of Order shall govern all matters not governed by these by-laws adopted by the members of the Foundation July, 2014.