

# **The Yellow Springs Community Foundation BYLAWS**

## **Article I Purpose of the Foundation**

The Yellow Springs Community Foundation (herein also called "the Corporation" pursuant to the Articles of Incorporation filed with the Ohio Secretary of State in 1974) is dedicated to enhancing community life in Yellow Springs and Miami Township by providing means for charitable giving and grant making that fund a broad range of activities. Subject to the particular terms of any gift, grant, devise or bequest, the board of trustees ("Trustees") of the Corporation shall use such gifts, grants, devises or bequests which have been accepted by the Corporation and subject to the provisions of the Articles of Incorporation and of these regulations, to such public, scientific, charitable, or educational uses and purposes as in the discretion of the Trustees will assist, encourage and promote the well-being of humankind, and primarily the citizens of the Village of Yellow Springs and Miami Township, Greene County, Ohio, as now or hereafter constituted, regardless of race, religion, gender, or sexual preference; and without in any manner enlarging, extending, or limiting the generality of the foregoing, but rather in illustration and explanation thereof, for the following uses and purposes, among others:

- (a) For assisting public, charitable, scientific, benevolent, or educational institutions, whether supported wholly or in part by private endowment or donation, or by public taxation;
- (b) For promoting scientific research for the advancement of human knowledge and the alleviation of human suffering;
- (c) For providing scholarships or other assistance in obtaining an education;
- (d) For promoting or assisting literary, artistic and cultural activities;
- (e) For the care of the sick, aged and those in need;
- (f) For the improvement of living and working conditions;
- (g) For providing facilities for public recreation.

## **Article II Acceptance, Management, Disposition of Gifts**

The Corporation may accept any gift, grant, devise or bequest for public, charitable and educational uses and purposes, including in such terms all educational uses and purposes of a public character or for the public welfare, created by any Last Will, conveyance or other instrument, which shall provide for a trust within the scope of the purposes of the Corporation.

Such acceptance by the Corporation shall be deemed to include the express assent and direction that any expressed desire of the testator or donor as to the use or disposition of principal shall be respected and observed, subject, however, in every case to the condition that if and whenever it shall appear to the Trustees that circumstances have so changed since the execution of the instrument containing any gift, grant, devise or bequest as to render unnecessary, undesirable, impractical or impossible a full and direct compliance with the terms of such instrument, or that said circumstances have so changed as to render said expressed desire no longer wise or beneficial, the Trustees, by Resolution adopted by affirmative vote of two-thirds (2/3) of their number, may at any time, or from time to time, direct the application of such gift, grant, devise or bequest to such other public charitable or educational purpose as in their judgment will most effectually accomplish the general purposes expressed in the purpose clause of the Articles of Incorporation.

The Corporation may in its sole discretion use and co-mingle all assets, funds, principal and income under its control for the purposes of achieving greater investment flexibility and return, unless the particular gift, grant, devise or bequest to the Corporation specifically states that the property is to be held in a separate trust or fund.

- (1) The Trustees shall pay and disburse such portions of the net income or of the principal of the property held by the Corporation at such times and in such amounts as shall from time to time be ordered or directed by the Trustees; and in the distribution and application of the funds available for distribution hereunder, payments may be made
  - (a) Directly for such public, charitable or educational purposes;
  - (b) To corporations or associations maintaining institutions for any one or more of the public charitable, scientific or educational purposes aforesaid, to corporations or associations already formed to distribute and apply such funds to any one or more of such purposes, or to corporations or associations formed by the Corporation for any one or more of such purposes; whether any of such corporations or associations are located in the Village of Yellow Springs, Miami Township, Greene County, Ohio, or elsewhere within the State of Ohio; or
  - (c) to the Corporation for its own reasonable expenses and reasonable compensation to its agents, employees and attorneys, including in such expense such reasonable amount as the Corporation may deem necessary or advisable for investigating the conduct, scope and operation of any of the charitable institutions, organizations or endeavors of the character set forth in the purpose clause of the Articles of Incorporation, provided, however, that no funds shall be appropriated by the Trustees or paid by the Trustees to any corporation or association if any officer, private stockholder, individual member or employee thereof shall receive or be lawfully entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services in effecting one or more of such purposes or as proper beneficiaries of its strictly charitable purposes, or if the organization thereof for any such purposes be a guise or pretense for directly or indirectly making any other pecuniary profit for such corporation or association, or for any of its members or employees, or if it be not in good faith organized or conducted exclusively for one or more of such purposes.
- (2) The Corporation shall be vested with the legal title to the property given, granted, devised or bequeathed to it for the uses and purposes contained in any Will or instrument of gift or grant, and upon the conditions expressed in the Articles of Incorporation and these Bylaws, and shall be entitled to exercise in respect of the property so held by it all rights of absolute ownership, provided, however, that all securities and property at any time held by the Trustees shall be devoted exclusively to the public, charitable, scientific or educational purposes within the scope of this Corporation.
- (3) Without in any manner limiting or restricting the generality of the foregoing, but rather in enlargement and extension thereof, and except as otherwise expressly restricted or enlarged by such specific provisions, if any, with respect thereto as may be contained in the particular Will or instrument creating the trust, the Trustees shall have the following powers with respect to the management, investment and control of the trust estate:
  - (a) To invest and reinvest any and all moneys received in securities and/or property in which the Corporation is now or may be hereafter authorized, under the laws of the State of Ohio, or by the terms of any gift, grant, devise or bequest, to invest its own funds or trust funds committed to its care;

- (b) To retain any and all property, real and personal, which may come into its hands in the form and condition in which it may be, notwithstanding the same be not a lawful investment for trust funds under the laws of the State of Ohio; or, if it shall deem it advisable, from time to time sell or exchange any or all such property;
- (c) To sell, lease (for such periods, irrespective of the time for distribution of principal, as it shall deem for the best interests of said fund), convey, transfer, exchange, deliver and dispose of all or any part of the property or securities from time to time, at such prices and upon such terms and conditions as to them shall seem expedient and proper. No purchaser of any securities or property sold by the Trustees shall be bound to ascertain or inquire into the necessity or propriety of any such sale or shall be bound to see to the application of the purchase moneys paid thereon; and the receipt in writing of the Trustees for the purchase money of any property sold, or for any money, stocks, funds, shares of securities which may be paid or transferred to them shall effectively discharge the purchaser or purchasers or other person or persons paying or transferring the same therefrom or being answerable for the application or misapplication thereof;
- (d) To consent to the extension, refunding or renewal of any such securities, and to the extension or renewal of any mortgage or lien securing the same;
- (e) To make, execute and deliver all proper receipts, bills of sale, conveyances, assignments, transfers, proxies, powers of attorney and agreements as it shall deem best in the management and control of the securities and property constituting the trust estate;
- (f) To exercise all voting rights and privileges pertaining to stocks held by the Corporation; to make or join in any plan or plans of reorganization or of readjustment in respect of any corporation of which any of the shares of stock, bonds or other securities or obligations are at any time held by the Corporation; and to exchange, accept and hold any property or new securities in exchange for or in place of any securities surrendered in accordance with any such plan; to assent to the liquidation, consolidation or merger of any corporation whose securities are held by the Corporation with any other corporation or to the lease by such corporation of its property to such Corporation; and upon any such consolidation, merger, lease or similar arrangement, to exchange the securities held by the Trustees for other securities issued in substitution therefor; to pay all such assessments, expenses and sums of money as they may deem expedient for the protection of the interest of the Corporation as hold of stocks, bonds or other securities of any corporation. The term "corporation" as used in this paragraph shall be deemed to include any company, association, trust or other entity or organization whose shares, certificates of ownership, bonds, obligations or securities of any character are held by the Corporation;
- (g) To set aside, or in their discretion, refrain from setting aside, any part of the income received by the Corporation from securities taken or purchased as part of a trust estate at a premium, as a sinking fund to retire or amortize such premium; and the Trustees shall have the right and power, in their uncontrolled discretion, to determine, in all trusts subject hereto, what shall be treated as income and what shall be treated as principal as to each respective transaction therein; and to charge or apportion any losses or expenses to principal or income as they shall deem best;
- (h) To borrow money for the purpose of procuring funds deemed by the Trustees of the Corporation in their discretion to be necessary for the improvement, protection or preservation of any trust estate or any of the assets composed therein. To realize such funds

the Trustees, with the approval of the Trustees, may advance the Corporation's own funds, the Corporation having a lien for the payment thereof, with interest, upon the trust estate; or may borrow from others upon such terms and conditions as the Trustees deem proper, including the right to secure any such loan by the mortgage or pledge of all or any part of the property or securities of the trust estate; but the Trustees may not otherwise encumber the assets of the trust;

- (i) To compromise, compound and adjust claims in favor or against the property held or intended to be held by the Corporation upon such terms and conditions as to it may seem just, expedient and proper;
- (j) To list for taxation, in their discretion, all or any portion of the property held by the Corporation in any trust after the income therefrom becomes devoted solely to the charitable purposes herein provided, notwithstanding any statute exempting all or any part thereof by reason of such application to said charitable purposes;
- (k) The Trustees may select and employ in and about the execution of the business of the Corporation attorneys, agents or employees and may pay reasonable and proper compensation for the services and expenses of such attorneys, agents or employees. The Corporation may also retain, as compensation for the services of the Corporation, the compensation for which it may have contracted, or which is stipulated in the instrument of gift, grant, devise or bequest, or, in the absence of such contract or stipulation, then such compensation as may be reasonable, and in addition thereto, its reasonable expenses;
- (l) Any moneys received by any Trustee under the provisions of any gift, grant, devise or bequest may be treated by the Corporation, until invested or reinvested, or paid out conformably herewith, as a general deposit, without any liability for interest save, such as, during that time the Corporation allows to its depositors on similar deposits;
- (m) The Corporation shall not be responsible for the validity of any gift; grant, devise or bequest at any time made to it for the uses and purposes and upon the conditions expressed in this declaration.

### **Article III Trustees**

The Corporation shall be governed by a board of trustees ("Trustees"). The Trustees shall operate pursuant to the terms of the nonprofit corporation law of the Ohio Revised Statutes ("Code") unless otherwise stipulated in these bylaws.

- (1) Number of Trustees: The number of Trustees shall be a minimum of eight (8) and a maximum of fifteen (15). No more than two (2) Trustees, and no greater than 20% of the Trustees, may reside outside of the 45387 zip code area.
- (2) No person who is currently serving as an elected public official shall be a Trustee. If a Trustee becomes an elected public official during her/his tenure as a Trustee, she/he shall resign from the Foundation board as soon as practicable.
- (3) Terms: Starting with trustees appointed in or after 2017, all Trustees shall serve terms of three years and until their successors are elected or appointed. Terms are limited as follows: no Trustee shall be eligible to serve for more than three (3) successive full three-year terms.

No Trustee shall be eligible for re-election or re-appointment after three (3) such terms until a year after the end of the last such three-year term. By the majority vote of the Trustees, the person serving as President shall be allowed a fourth one-year term as a Trustee; however no person shall preside as President for more than ten consecutive years.

- (4) Election: New Trustees shall be elected by a majority vote of current Trustees at a meeting where there is a quorum. New Trustees may be elected at any meeting agreed to by the Trustees.
- (5) Meetings: Unless otherwise decided by the President and Trustees, the Trustees meet once a month. A Trustee of the Board who misses two meetings of the Board in a calendar year may be removed, by a two-thirds vote of the Board, unless the absence is excused.
- (6) Quorum: At all meetings of the Board of Trustees, a majority of the number of currently serving Trustees shall constitute a quorum. Any action taken by the board, including issues brought to a vote, must pass by a majority of the Trustees present, so long as there is a quorum.
- (7) Vacancies: If Trustee vacancies occur other than by expiration of the full three-year term, the remaining Trustees may appoint a Trustee or Trustees to fill the unexpired term or terms. Trustee action to fill an unexpired term shall be approved by a majority vote of current Trustees at a meeting where there is a quorum.. When the unexpired term of the Trustee is filled by the Trustees, the so elected Trustee will be designated to fill a partial, unexpired term; and the same person may qualify to be elected to serve a three-year term and a second consecutive three-year term, all in addition to the partial, unexpired term served.

If Trustee vacancies are such that there are fewer than seven (7) remaining Trustees, the remaining Trustees shall appoint one (1) or more Trustees to bring the board up to a minimum of eight (8) Trustees. Trustee action to fill an unexpired term shall be approved by a majority vote of current Trustees at a meeting where there is a quorum.. The appointed Trustee(s) will serve until that position's term expires; and the same person may qualify to be elected to serve a three-year term and a second consecutive three-year term, all in addition to the partial, unexpired term served.

- (8) No Trustee shall be answerable for the acts, receipts, neglects or defaults of any of the other Trustees, and no Trustee shall be liable for any error in judgment or for any act done or step taken or omitted under the advice of counsel, nor for anything which he or she may do or refrain from doing in good faith, each Trustee being liable for its own bad faith or willful default or neglect.
- (9) Emeritus Trustee: Any Trustee who has served at least two three-year terms is given emeritus status, which implies he/she:
  - may be invited to all Annual Meetings
  - may be invited to all Corporation-sponsored community activities
  - may be asked to serve on the Board to fill a Trustee vacancy until the Board elects a new Trustee
- (10) Expenses: The reasonable expenses of the Trustees and the compensation of a Director or of other employees, agents or attorneys of the Corporation shall be paid out of the income certified by the Trustees as available for distribution, or out of funds contributed for that purpose, but the Trustees shall serve without compensation.

#### **Article IV Officers**

The officers of this Corporation shall be a president, vice-president, secretary, treasurer, assistant treasurer (as needed), and an executive director. All officers, with exception of the executive director, must have been a Trustee for at least one year before they may be elected. Said officers shall be chosen by the Trustees by majority vote and shall hold office until the next election of such officers, intended to be annually, or until their successors are elected, whichever is later. An exception may be made to the one-year requirement if a proposed officer receives unanimous Trustee approval action.

#### **Article V Duties of Officers**

- (1) The President shall:
  - a) Preside at all meetings of the Trustees.
  - b) Sign the appropriate records thereof.
  - c) Perform generally all the duties usually performed by presidents of like corporations, and such other and further duties as shall be from time to time required of him/her by the Trustees.
  - d) Serve as media contact on all Corporation matters or delegate an alternate.
  - e) Have the authority to establish committees as needed.
  - f) Be an *ex officio* member of all standing committees.
  
- (2) The Vice-President shall:
  - a) Perform all the duties of the President in case of absence or disability of the latter.
  - b) The year preceding the appointment of a new President, the President-elect should serve as Vice-President.
  
- (3) The Secretary may delegate any of the following responsibilities to a staff member as approved by the Board. Such responsibilities must be coordinated with staff job descriptions:
  - a) Maintain all Board records and ensure their accuracy and safety.
  - b) Record and manage Board minutes and ensure minutes are distributed to Trustees shortly after each meeting.
  - c) Sign a copy of the final, approved minutes, and ensure that this copy is maintained in the corporate records.
  - d) Assume the responsibilities of the chair in the absence of the board president and vice president.
  - e) Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
  - f) Ensure that official records are maintained of the Board.
  - g) Ensure that these records are available when required for reports, elections, referenda, other votes, etc.
  - h) Ensure that an up-to-date copy of the Bylaws is available at all meetings.
  - i) Ensure that proper notification is given of Trustees' meetings as specified in the Bylaws.
  - j) Manage the general correspondence of the Board of Trustees except for such correspondence assigned to others.
  
- (4) The Treasurer may delegate any of the following responsibilities to a staff member as approved by the Board. Such responsibilities must be coordinated with staff job descriptions:

- a) Receive and have in charge all moneys and securities belonging to this Corporation and shall disburse or otherwise deal with, as the same shall be ordered by the Trustees.
  - b) Keep an accurate account of all moneys received and disbursed by him/her.
  - c) Generally perform such duties as may be required of the Treasurer by the Trustees.
  - d) On the expiration of his/her term of office, turn over to his/her successor, or to the Board of Trustees, all money and property of this Corporation held by the Treasurer.
- (5) The Executive Director shall not be a Trustee of the Corporation, but shall:
- a) Be an employee of the Corporation,
  - b) Be its Chief Executive Officer, and have general management of its affairs subject to the direction and control of the Chair and the Board of Trustees.
  - c) Be an *ex officio* member of all Committees.
  - d) Be generally in charge of correspondence with the Trustees and with others.
  - e) Assist the Board of Trustees and other Officers and Committees in the performance of their functions.
- (6) In case the President, Vice-President and Secretary are absent, or unable to perform their duties, the Trustees, as the case may be, may appoint a President pro tempore.

## **Article VI Committees**

The Trustees may create any permanent standing or temporary ad hoc committees necessary to assist with the affairs of the Corporation. Volunteers who may or may not be Trustees may be appointed by the Trustees to serve on these committees. The committees shall conduct business as approved by the Trustees and consistent with the Ohio Revised Code.

Standing committees shall include:

**Grants Review Committee (GRC):** Responsible for reviewing grant requests, and advising the Board as to whether each grant request received should be funded.

**Yellow Springs Educational Endowment Committee (YSEE):** Responsible for reviewing grant requests that are generated by teachers, staff, or students of the local public schools, and advising the Board as to whether each grant request received should be funded.

**Finance and Investing:** May be one or two separate committees. Responsible for recommending financial policy to the Board, including fund distribution recommendations, new fund requirements, and annual budget recommendations. Also responsible for the investment strategy of funds held by the Foundation.

**Governance:** Responsible for nominations of new Trustees, board orientation, board self-evaluation, and board governance competence.

## **Article VII Indemnification**

Pursuant to the Ohio Revised Code, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, other than an action by or in the right of the corporation, by reason of the fact that the person is or was a trustee, director, officer, employee,

or agent of or a volunteer of the corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, if the person had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that the person's conduct was unlawful.

The Corporation may indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor, by reason of the fact that the person is or was a director, officer, employee, or agent of or a volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company, or a partnership, joint venture, trust, or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any of the following:

- (a) Any claim, issue, or matter as to which the person is adjudged to be liable for negligence or misconduct in the performance of the person's duty to the Corporation unless, and only to the extent that, the court of common pleas or the court in which the action or suit was brought determines, upon application, that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court considers proper;
- (b) Any action or suit in which liability is asserted against a director and that liability is asserted only pursuant to section 1702.55 of the Ohio Revised Code.

### **Article VIII Amendments**

These Bylaws may be amended, supplemented or repealed by the written assent thereto of all of the Trustees of the Corporation, or majority vote of a quorum of Trustees present at a meeting called for that purpose, or at any regular meeting of the Trustees. Wherever the word "Foundation" is used herein, it shall be construed to mean Corporation.



**Article IX**  
**Periodic Review**

These Bylaws shall be reviewed for appropriate changes and re-ratified every five (5) years by all Trustees of the Corporation. The date of each ratification should be recorded on the last page of the Bylaws.

AMENDED: 4/28/81, 10/24/83, 9/16/93 (and ratified by membership 11/6/93), 5/12/01, 4/24/07 , 1/22/13, 2/23/16, 3/15/17, 2/18/2019 (and ratified by vote 4\_2019)