

Altrusa International Foundation, Inc.



501 (c) (3) Information Packet

To: Local Clubs of Altrusa International, Inc. Clubs

From: Altrusa International Foundation, Inc. Board of Trustees

SUBJECT: Local Foundations

This packet provides you with guidelines for setting up a local foundation for your Club. We encourage all clubs to have a local foundation. As a 501(c)(3) organization, donations to your Foundation are tax-deductible to the full extent provided by the law. This is a great advantage to contributors, and of great interest to corporations that may be considering assisting your Club's activities.

We urge you to carefully review these guidelines during each step of the process. Seeking assistance from an attorney (either a Club member or local community member) will insure that you are proceeding in accordance with local law. The staff and legal advisor of Altrusa International Foundation, Inc. are also available to assist you.

Local Clubs may set up a Foundation independently, or "under the umbrella" of Altrusa International Foundation, Inc. **In the latter case, you need not make a separate application for 501(c)(3) status**, but your local Club Foundation **must** have its own Tax I.D. number (FEIN).

We also wish to remind you of several important points: 1) keep separate accounts for your Club and Foundation; 2) use Foundation monies **exclusively** for service projects, and 3) file an IRS report on an annual basis. Though some of these requirements may seem burdensome, they insure that both local Club Foundations and Altrusa International Foundation, Inc. are proceeding in full accordance with the law.

We wish you the best in your Club activities, and are here to assist you with any questions you may have regarding establishing a local foundation for your Club.

ARTICLES OF INCORPORATION

OF THE

ALTRUSA INTERNATIONAL, INC. OF _____ FOUNDATION

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to the state of _____ Non-profit Corporation Act:

FIRST: The name of the corporation is ALTRUSA INTERNATIONAL, INC. OF _____ FOUNDATION.

SECOND: The period of duration is perpetual.

THIRD: The objects and purposes for which the corporation is organized and shall be operated are to make and award, without limitation as to any one recipient or to all recipients, donations, gifts, contributions, scholarships, grants, fellowships, and/or loans from the income, assets, and property of the corporation; to engage in research; to conduct seminars and workshops; to publish materials; to make grants in furtherance of projects of Altrusa International, Inc., and/or the Altrusa International, Inc. of _____, ("Club"); to provide service for local service projects; to engage in, assist, and contribute to the support of other activities and projects; to engage in fund-raising programs in furtherance of the purposes of the corporation; to dispose of any and all of the corporation's assets and property to or for the benefit of any corporation, organization, fund, or foundation operated exclusively for charitable, educational, literary, or scientific purposes; and the corporation shall be empowered to engage in such other and further means as may be necessary and proper to accomplish the foregoing objects and purposes, not without the scope of the subsequent paragraph hereof.

The corporation is organized and operated exclusively for charitable, education, literary, and scientific purposes within the meaning of sections 170(c) (2) (8), 501 (c) (3), 2055 (a) (2), and 2522 (a) (2) of the Internal Revenue Code of 1986. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and contributions in furtherance of the purposes ad hereinabove stated). No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall be empowered to make the election authorized under Section 501 (h) of the Internal Revenue Code of 1986. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the corporation shall not carry on any activities not permitted to be carried on -

- (a) by an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1986 as an organization described in section 501 (c) (3) of such Code, and/or
- (b) by an organization described under sections 170 (c) (2), 2055 (a) (2) or 2522 (a) (2) of the Internal Revenue Code of 1986.

FOURTH: To further the corporation's objectives and purposes, the corporation shall have and shall exercise all the powers conferred by the State of _____ Non-profit Corporation Act not without the scope of Article THIRD hereof. Without limiting the generality of the foregoing, the corporation shall have the power to sue and to be sued, to own, take title to, receive and hold, lease, sell, and resell, in fee simple or otherwise, property, real personal or mixed, wherever situated or however acquired, without limitation as to amount of value. The corporation shall have the authority to encumber property by deed of trust, pledge or otherwise; to borrow money and secure payment of same by lien or liens on the reality or personal property of the corporation; to lease, build, erect, remodel, repair, construct, and/or reconstruct any and all buildings, houses, or other structures as necessary, proper or incident to the carrying out of the objects and purposes stated herein. The corporation shall have full powers of management, investment, reinvestment, and the collection of all rents, revenues, issues, and profits arising herein.

FIFTH: The corporation shall not have members.

SIXTH: The manner of election of the directors and officers of the corporation shall be provided in the bylaws of the corporation. Once elected, the directors and officers of the corporation shall, prior to assuming office, be subject to such control and/or ratification, as may be determined by the governing body of the Club.

SEVENTH: The directors of the corporation shall have full authority, consistent with these Articles and the corporation's bylaws, to regulate the internal affairs of the corporation and to establish its policies. On dissolution or final liquidation, the Board of Directors shall, after paying or making provisions for all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

- (a) a non-profit organization or organizations, which may have been created to succeed the corporation, as long as such organization or each of such organizations shall then qualify (1) as a governmental unit under organization exempt from federal income taxation under section 170 (c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c) (2) and 501(c) (3) of such Code.
- (b) a non-profit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each such organizations shall then qualify (1) as a governmental unit under section 170(c) or the Internal Revenue Code of 1986 or (2) as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c) (2) and 501(c) (3) of such Code.

EIGHTH: References herein to sections of the Internal Revenue Code of 1986 as amended, are to provisions of such Code as those provisions are now enacted to corresponding provisions of any future United States internal revenue law.

NINTH: The address of the initial registered office of the corporation is _____ and the name of its initial registered agent as such address is _____, who is a resident of the state of _____.

TENTH: The number of directors constituting the initial Board of Directors of the corporation is _____ and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

Name	Address

ELEVENTH: The name and address of each incorporator is:

Name	Address

: :SS

I, _____, a Notary Public, hereby certify that on the ____ day of _____, 20__, personally appeared before me _____, who signed the foregoing document as an incorporator, and that the statements contained therein are true.

Notary Public

My Commission expires on _____

: :SS

I, _____, a Notary Public, hereby certify that on the ____ day of _____, 20__, personally appeared before me _____, who signed the foregoing document as an incorporator, and that the statements contained therein are true.

Notary Public

My Commission expires on _____

: :SS

I, _____, a Notary Public, hereby certify that on the ____ day of _____, 20__, personally appeared before me _____, who signed the foregoing document as an incorporator, and that the statements contained therein are true.

Notary Public

My Commission expires on _____

BYLAWS
OF
ALTRUSA INTERNATIONAL, INC. OF _____,
_____ FOUNDATION

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BYLAWS
OF
ALTRUSA INTERNATIONAL, INC. _____,
_____ FOUNDATION

ARTICLE I: PRINCIPAL OFFICE AND REGISTERED AGENT

- A. Principal Office. The principal office of the Altrusa International, Inc. of _____, _____ Foundation, a non-profit corporation incorporated under the laws of the State of _____ (hereinafter the “Foundation”), shall be in the State of _____.
- B. Other Offices. The Foundation may have such office or offices, at such suitable place within or without the State of _____, as may be designated from time to time by the Board of Directors of the Foundation.
- C. Registered Agent. The Foundation shall have and continuously maintain a registered office in the State of _____ (which may be identical with the principal office) and the Board of Directors of the Foundation shall appoint and continuously maintain in service a registered agent in the State of _____ who shall be an individual resident of the State of _____, or a corporation, whether for profit or not for profit.

ARTICLE TWO: PURPOSES

- A. The objects and purposes of the Foundation, subject to the limitations of Article IX, hereof, are to make and award, without limitations as to amount to any one recipient or to all recipients, donations, gifts, contributions, scholarships, grants, fellowships, and/or loans from the income, assets, and property of the Foundation; to engage in research; to conduct seminars and workshops; to publish materials; to make grants in furtherance of projects of Altrusa International, Inc., and/or the Altrusa International, Inc. of _____ (“Club”); to provide service for local service projects; to engage in fund-raising programs in furtherance of the purposes of the Foundation; to dispose of any and all of the Foundations assets and property to or for the benefit of any corporation, organization, fund or foundation operated exclusively for charitable, educational, literary, or scientific purposes; and the Foundation shall be empowered to engage in such other means as may be necessary and proper to accomplish the foregoing objects and purposes.
- B. The Foundation shall be an affiliate of the Altrusa International Foundation, Inc.

ARTICLE III: BOARD OF DIRECTORS

- A. General Authority. There shall be a Board of Directors (of the Foundation, which shall manage, supervise and control the business, property and affairs of the Foundation. The Board of Directors shall be vested with the powers possessed by the Foundation itself, including the powers to determine the policies of the Foundation and prosecute its purposes, to appoint and remunerate agents and employees, to disburse the funds of the Foundation, and to adopt such rules and regulations for the conduct of its business, responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with or repugnant to the Articles of Incorporation or Bylaws of the Foundation (in their present form or as they may be amended) or to any applicable law.
- B. Membership. The Board of Directors of the Foundation shall be composed of at least three individuals, commencing with the individuals named in the Articles of Incorporation of the Foundation. The Board of Directors of the Foundation may, by resolution, increase the number of directors of the Foundation. Vacancies, as they occur on the Board of Directors by reason of an increase in the number of directors, resignation, death, incapacity, or the like of one or more of the members thereof, shall be filled by act of the Board of Directors of the Club.
- C. Term of Office. Each director of the Foundation shall serve for a term of _____ years. The Board of Directors of the Foundation may, by resolution, provide for staggered terms of office for the directors.
- D. Resignation. Any director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Board of Directors.
- E. Removal. Any director may be removed from such office by a two-thirds vote of the directors at any regular or special meeting of the Board of Directors at which a quorum is present, for (1) violation of these Bylaws or (2) engaging in any other conduct prejudicial to the best interests of the Foundation. Such removal may occur only if the director involved is first provided (1) with adequate notice of the charges against her in the form of a statement of such charges and of the time and place of the meeting of the Board of Directors scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such director, or by delivery in person to the personal residence or place of business of such director, (2) an opportunity to appear before the Board of Directors or forward a written statement thereto in presentation of any defense of such charges, no sooner than thirty days after the sending of such notice, and (3) a written explanation as to (if such is the case) why such director is being removed from such office. In these regards, the Board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of the Foundation.
- F. Regular Meetings. A regular meeting of the Board of Directors of the Foundation shall be held each year, at such time, day and place as shall be designated by the Board of Directors, for the purpose of transacting such business as may come before the meeting. The Board of Directors may, by resolution, provide for the holding of additional regular meetings.
- G. Special Meetings. Special meetings of the Board of Directors of the Foundation may be called at the direction of the President or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

- H. Notice. Notice of the time, day and place of any meeting of the Board of Directors of the Foundation shall be given at least _____ days previous thereto by notice sent by mail, telegram or telephone to each director at her address as shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The purpose of purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of any meeting. 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.
- I. Quorum. Fifty-one percent of the directors of the Foundation shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except if less than such number of directors is present at such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.
- J. Manner of Acting. The act of a majority of directors at a meeting of the Board of Directors of the Foundation shall be the act of the Board of Directors. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements, of the Board of Directors.
- K. Compensation. Directors of the Foundation shall not receive any compensation for their services as members of the Board of Directors but the Board of Directors may authorize payment by the Foundation of the expenses of directors for attendance at regular or special meetings of the Board.

ARTICLE IV: OFFICERS

- A. Officers. The officers of the Foundation shall consist of a President, a Vice President, a Secretary, and a Treasurer, and may include such other officers as may be deemed necessary. One person may hold more than one office, other than the offices of President and Secretary.
- B. Election of Officers. The officers of the Foundation shall be elected by the members of the Board of Directors of the Foundation. The officers of the Foundation shall be members of the Board at the time of their election. Such elections shall take place at the annual meeting of the Board of Directors.
- C. Term of Office. The officers of the Foundation shall be installed at the annual meeting at which they are elected and shall hold office for _____ years until the next succeeding annual meeting or until their respective successors shall be duly elected and shall become qualified.
- D. Resignation. Any officer may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.
- E. Removal. Any officer may be removed by the Board of Directors of the Foundation at any regular or special meeting of the Board at which a quorum is present, for engaging in conduct prejudicial to the best interests of the Foundation.

- F. Vacancies. In the case of resignation of an officer of the Foundation or, if for any other reason including ineligibility or removal an officer is unable to complete her term, the Board of Directors shall elect a successor to complete the unexpired term.
- G. President. The President of the Foundation shall have all powers and shall perform all duties commonly incident to and vested in the office of president of a corporation, including but not limited to being the chief executive officer of the Foundation, preparation of the agenda for the annual meeting and other regular meetings, and having general knowledge of and responsibility for supervision of the business of the Foundation. Notwithstanding the foregoing, the President of the Foundation shall have the following specific powers and duties:
- (1) She shall be a member of the Board of Directors and shall prepare the agenda for the meetings of the Board.
 - (2) She shall annually appoint such standing or special committees and subcommittees and divisions as may be required by these Bylaws or as she may find necessary, and shall be an ex officio member without vote of all committees of the Foundation.
 - (3) She shall also perform such other duties as the Board of Directors may, from time to time designate.
- H. Vice President. The Vice President of the Foundation shall perform all duties incumbent upon the President during the absence or disability of the President and shall perform such other duties as the Board of Directors and the President may, from time to time, designate.
- I. Treasurer. The Treasurer of the Foundation shall have all powers and perform all duties commonly incident to and vested in the office of the treasurer of a corporation, including the following duties and responsibilities:
- (1) She shall be responsible for developing and reviewing the fiscal policies of the Foundation.
 - (2) She shall ensure that an account is maintained of all monies received and expended for the use of the Foundation.
 - (3) She shall ensure that all monies of the Foundation are deposited in a bank or banks or trust company or trust companies approved by the Board of Directors, and that authorized disbursements are made there from.
 - (4) She shall render a report of the finances of the Foundation at the annual meeting of the Foundation or whenever requested by the President showing all receipts and expenditures for the current year.
 - (5) She shall also perform such other duties as the President may, from time to time, designate.
 - (6) She may appoint an Assistant Treasurer to perform such duties as he or she may, from time to time, delegate.
- J. Secretary. The Secretary of the Foundation shall have all powers and perform all duties commonly incident to and vested in the office of secretary of a corporation, including the following duties and responsibilities:

- (1) She shall attend all meetings of the Board of Directors, and of such committees as may be appointed, and be responsible for keeping, preserving in the books of the Foundation, and distributing true minutes of the proceedings of all such meetings.
 - (2) She shall ensure that all notices are given in accordance with these Bylaws.
 - (3) She shall perform such other duties as the President may, from time to time, designate.
 - (4) She may appoint an Assistant Secretary to perform such duties as he or she may, from time to time, delegate.
- K. Bonding. All officers of the Foundation shall be furnished a fidelity bond in such sum as the Board of Directors may prescribe.

ARTICLE V: COMMITTEES

- A. Executive Committee. The Board of Directors of the Foundation is hereby authorized to appoint from among its members an Executive Committee composed of two or more directors, and, in the intervals between meetings of the Board of Directors, to delegate to such Executive Committee any or all of the powers of the Board of Directors in the management of the business and affairs of the Foundation except the power to elect directors and officers of the Foundation or to undertake any activities which the Board of Directors has expressly reserved for itself. At any meeting of the Executive Committee, a majority in number of the total number of members of the Executive Committee shall constitute a quorum for the transaction of business. Special meetings of the Executive Committee may be called by any member thereof on a one-day notice to the other members thereof.
- B. Other Committees. The President may create such other committees of the Foundation as she deems advisable and define their duties.

ARTICLE VI: FISCAL YEAR

The fiscal year of the Foundation shall commence on June 1 and terminate on May 31.

ARTICLE VII: SEAL

The Board of Directors of the Foundation may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, State of, _____."

ARTICLE VIII: INDEMNIFICATION

- A. The Foundation shall be authorized to indemnify each member of the Board of Directors as described in Article III hereof, and each of its officers, as described in Article IV hereof, for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable I law.
- B. The Foundation shall indemnify each of its directors and officers, as aforesaid, from and a9ainst any and all judgments, fines, amounts paid in settlement, and reasonable' expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against her by reason of being or having been such a director or officer and acting within the scope of her official duties, but only when the determination shall have been made judicially or in the same manner herein provided that she acted in good faith for a purpose which she reasonably believed to be in the best interests of the Foundation and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that her conduct was unlawful. This indemnification shall be made only if the Foundation shall be advised by its Board of Directors acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel.
- C. Every reference herein to a member of the Board of Directors or officer of the Foundation shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as stated above. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Foundation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE IX: LIMITATION ON ACTIVITIES

The Foundation is organized and operated exclusively for charitable, educational, literary, and scientific purposes within the meaning of sections 170(C) (2) (B), 501(C) (3), 2055 (a) 2), and 2522 (a) (2) of the Internal Revenue Code of 1986. No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall be empowered to make the election authorized under section 501 (h) of the Internal Revenue Code of 1986. The Foundation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the Foundation shall not carry on any activities not permitted to be carried on –

- (a) by an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1986 as an organization described in section 501 (c) (3) of such Code, and/or

(b) by an organization described in section 509 (a) (1), (2), Or (3) of the Internal Revenue Code of 1986 (as the case may be), and/or

(c) by an organization, contributions to which are deductible, under sections 170 (c) (2), 2055 (a) (2) of the Internal Revenue Code of 1986.

The Foundation shall use its funds only to accomplish objective and purposes specified in these Bylaws, and no part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its directors, officers, or other private individuals, or other organizations organized or operating for profit, except that the Foundation is authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE X: DISSOLUTION

On dissolution or final liquidation, the Board of Directors of the Foundation shall, after paying or making provision for the part of all the lawful debts and liabilities of the Foundation, distribute all the assets of the Foundation to one or more of the following categories of recipients as the Board of Directors of the Foundation shall determine:

(a) a nonprofit organization or organizations which may have been created to succeed the Foundation, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the International Revenue Code of 1986 or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c) (2) and 501(c) (3) of such Code: and/or

(b) a nonprofit organization or organizations having similar aims and objectives as the Foundation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) or the Internal Revenue Code of 1986 or an organization exempt from federal income taxation under section 501 (a) of such Code as an organization described in sections 170(c) (2) and 501(c) (3) of such Code.

ARTICLE XI: AMENDMENTS TO BYLAWS

These Bylaws may be amended by a majority vote at any meeting of the Board of Directors of the Foundation.

An amendment to be proposed at a meeting shall be mailed to each member of the Board of Directors at least fourteen days prior to the date of the meeting. An amendment so made shall be effective immediately after adoption unless an effective date is specifically adopted at the time the amendment is enacted.

Notwithstanding the foregoing, an amendment to these Bylaws shall not become effective until it is ratified by the Board of Directors of the Club.

Revised November, 2007