



Congressional Education Foundation, Inc.

Board of Directors Bylaws (Approved 2016, Revised 2021)

The name of the organization is **Congressional Education Foundation, Inc.** The organization is organized in accordance with the West Virginia Nonprofit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

The principal office of the organization shall be located at the Robert C. Byrd Center for Congressional History and Education, 213 North King Street, Shepherdstown, WV 25443 on the campus of Shepherd University.

ARTICLE I: Meetings

Section 1. Annual /Regular Meetings. An annual meeting, in person or by telecommunication, shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time. In addition, there shall be four additional meetings each year.

Section 2. Special Meetings. Special meetings maybe be requested by the Chairman or the Board of Directors.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid, or by electronic communication, such as email.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice.

Section 5. Quorum. A majority of the directors shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by 80 per cent of the directors with respect to the subject matter of the vote.

Section 7. As a general rule, the organization will follow Roberts Rules of Procedure in conducting the Board of Director meetings.

ARTICLE II: Directors

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of not less than 10 or more than 16 director(s). The Board may change this number by majority vote.

Section 2. Election and Term of Office. Initially, the Board of Directors shall consist of the persons nominated and elected by the incorporators of the Corporation; Thereafter the directors shall be elected at the annual meeting. Once each year, the Governance Committee shall prepare a list of suggested nominees for election to the board of directors. Directors shall serve a three-year term and may be re-elected for a second term. Approximately one-third of the directors shall be elected each year. The Board may also create an honorific Emeritus Board and appoint former board members to it to recognize their contributions and continuing strong interest in the organization.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Regular Meeting. The Board of Directors shall meet after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the Chairman, Vice-Chairman, Treasurer, or any two directors by providing five days' written notice by ordinary United States mail or by email, effective when mailed or sent electronically. Minutes of the meeting shall be sent to the Board of Directors within three weeks after the meeting.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 9. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 10. Committees. To the extent permitted by law, the Board of Directors may create special committees of the Board. While at least one of the members of these committees must be a director, they may include persons who are not directors. There will be at least five special committees of the Board: Finance and Fundraising; Grants; Programs; Outreach and Communications. The chairs of each committee are selected by the Board Chair and approved by the Board. The remaining members are selected by the Board Chair in consultation with the chair of the committee.

ARTICLE III: Officers

Section 1. Number of Officers. The officers of the organization shall be a Chairman, two vice chairs and a Treasurer. Two or more offices may be held by one person. The Chairman may not serve concurrently as a Vice-Chairman.

- a. **Chairman.** The Chairman shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.
- b. **Vice Chairs.** The Vice-Chairs shall assume the duties of the Chairman in the absence of the Chairman for whatever reason.
- c. **Treasurer.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee. The Treasurer may designate the services of third-party agent and/or independent accounting firm for the purposes of financial reporting.

Section 2. Election and Term of Office. The officers shall be elected for three-year terms, by the Board of Directors at the first meeting of the Board of Directors, following the annual meeting. Each officer shall serve a three-year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV: Corporate Seal, Execution of Instruments

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the Chairman or the Vice-Chairman, and the Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the Chairman or Vice-Chairman. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V: Amendment to Bylaws

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VI: Indemnification

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE VII: Dissolution

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made, therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.