

CONSTITUTION AND BYLAWS OF THE VIRGINIA GILDERSLEEVE INTERNATIONAL FUND
(Incorporated 1969)

ARTICLE I. NAME

The name of this organization shall be VIRGINIA GILDERSLEEVE INTERNATIONAL FUND, INC.
(Hereinafter sometimes referred to as the Corporation or VGIF).

ARTICLE II. PURPOSE

Section 1. The purpose of this Corporation shall be to encourage national and international cooperation in the furtherance and development of education and opportunities; specifically to:

- A. Encourage and support seminars with or without association with colleges and universities nationally and abroad;
- B. Establish research and study grants which will further educational theory and practice, foster development of human resources, and advance mutual understanding and cooperation wherever situated;
- C. Cooperate with other individuals, associations and organizations whose objectives are similar;
- D. Support projects that have a positive impact on women and girls in developing countries;
- E. Raise funds by contributions, gifts, bequests and other lawful means and to apply the whole or any part of income and principal received from these funds for the purpose of effectuating the objectives of this membership corporation;
- F. Acquire real and personal property by purchase, lease, gift and grant, devise or bequest, and hold, own, accept and dispose of the same for the particular objectives and convenience of the Corporation, in accordance with the provisions of the Not-for-Profit-Corporation Law.

ARTICLE III. MEMBERSHIP

Section 1. Members.

- A. Members shall be those persons who support the stated aims and purposes of VGIF and make an annual contribution. These shall be the only requirements for membership.
- B. Honorary members shall be those persons who have made such outstanding contributions to the Corporation as to enhance its purposes, and shall have

been voted Honorary Members by a three-fourths (3/4) vote of the Board of Directors.

- C. Collective Contributors shall be members with no voting rights.
- D. All individual members shall have the privilege of voting at Annual Meeting either in person or by written proxy.

Section 2. Withdrawal from Membership.

All voting members who fail to make an annual contribution for three years will be removed from the membership list after due notice. The Executive Committee may make exemptions in exceptional cases.

Section 3. Participation of Members.

All voting members residing in or out of the United States of America shall participate in all affairs of the membership, either in person or by written proxy, whenever permitted by the Certificate of Incorporation and the Laws of the State of New York. A member of the Board of Directors shall also have the privilege of participating, either in person or by written proxy, in the affairs of the Board.

Section 4. Organizations Having Similar Aims and Purposes.

- A. Organizations having similar aims and purposes as the Corporation and which wish to be allied or associated with it and support its work, and which meet such requirements as may be established by the Directors, may, upon vote of the Directors, be permitted privileges and/or priorities as the Directors shall grant. No such grant or privileges and/or priority shall be valid unless affirmatively voted by two-thirds (2/3) of the Board of Directors and approved by at least a majority of the membership. Such organization shall, under no circumstances, be deemed members of the Corporation.
- B. A National Affiliate consists of individual members of VGIF, within a country, who have established themselves as a unit or group in order to further the aims and purposes of the Corporation. The Affiliate shall:
 - (1) Create a policy sheet for operation and governance. The original policy sheet and any amendments must be approved by the VGIF Board;
 - (2) Collect dues and contributions from individual members for the purpose of transferring such moneys to the Corporation;
 - (3) Be recognized in official records of the Corporation;
 - (4) Hold fund-raising events to benefit the Corporation;
 - (5) Have no vote at meetings of the Corporation.

ARTICLE IV. OFFICERS

Section 1. The Officers.

The Officers of the Corporation shall be a President, two or more Vice Presidents, a Secretary, a Treasurer and such other Officers as the Board of Directors shall determine. Officers are the representatives of the membership and shall be elected by them, with the exception of the Convener of the Project Grants Committee, who shall be appointed by the President to serve as Second Vice President, the appointment to be ratified by the Board of Directors. Officers shall present reports at the Annual Meeting.

Section 2. A. The President. The President shall:

- (1) Preside at all meetings of the members and of the Board;
- (2) Propose nominees for Conveners and committee members and special positions to the Board for ratification;
- (3) Notify the Conveners and members of committees and special positions of ratification and send them copies of the Bylaws;
- (4) Be an ex-officio member of all committees except the Nominating Committee;
- (5) Have the executive power of supervision and management pertaining to the office and as designated by the Board of Directors;
- (6) Be the official representative of the Corporation.

B. The Vice Presidents.

- (1) The First Vice President. The First Vice President shall:
 - a. Perform the duties of the President in all cases in which the President is absent or unable to serve;
 - b. Be responsible for duties assigned by the President;
 - c. Be alternate to the President;
 - d. Become the President and serve for the remainder of the term in case of the President's resignation or death.
- (2) The Convener of the Project Grants Committee shall be the Second Vice President.
- (3) Additional Vice Presidents. The Board of Directors may create additional Vice Presidencies, to which candidates shall be elected by the membership.
- (4) In the absence or inability of the President and First Vice President to serve, the Board shall elect by majority vote one of the elected Vice Presidents to assume those duties for the remainder of the term.

C. The Secretary. The Secretary shall:

- (1) Keep the minutes of all meetings of the members and of the Board of Directors, as well as those of the Executive Committee;
- (2) Maintain updated lists of Officers, Board members and committee members;
- (3) Maintain a permanent Record Book;

- (4) Act as a repository for the Crisis Management Manuals.
- (5) Be the authorizing officer for the use of the corporate seal which shall be kept in the safe at the offices of the Virginia Gildersleeve International Fund;
- (6) File any certificates required by any federal or state statute;
- (7) Attend to all correspondence of the organization except as otherwise provided;
- (8) Send every-member mailings as needed;
- (9) Execute all duties of the office of Secretary;
- (10) Carry out the duties requested by the President and the Board of Directors.

D. The Treasurer. The Treasurer shall:

- (1) Maintain receipts and records of all deposits made by the Executive Secretary to such banks or trust companies as the Board of Directors may designate at the direction of the Treasurer;
- (2) Lodge all securities in the safe deposit box or in a safekeeping account in such institutions as the Board of Directors may designate;
- (3) Maintain an up-to-date Membership List;
- (4) Keep proper books of account and other books showing the amount of property and funds belonging to the Corporation;
- (5) From time to time, as requested by the President and/or the Board of Directors, and at each Annual Meeting, present accounts and/or reports of receipts of all property and money belonging to the Corporation and all disbursements made;
- (6) Be authorized to sign or endorse checks, drafts, notes and orders for payment of money;
- (7) Pay only those non-budgeted items authorized by the Board of Directors.

Section 3. Removal from Office.

An Officer may be removed for cause, after being notified of such pending action at least sixty (60) days prior to the meeting at which removal will be voted upon. Such Officer shall have the right to be heard before a vote on removal is taken. A two-thirds (2/3) vote of the Board of Directors shall be required for removal. Absent members of the Board may vote by proxy, but such vote shall be received no later than six (6) days prior to the date of the meeting.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall be composed of up to twenty-nine (29) members, including the Officers, Conveners of Standing Committees and Representatives of the Membership. The Convener of the Nominating Committee shall serve on the Board ex-officio and shall not be counted in the quorum.

Section 2. Duties. The Board of Directors shall be the governing body of the Corporation and shall conduct the general business of the Corporation between annual meetings. The Board shall:

- A. Designate the duties of the Officers;
- B. Establish standards for membership and procedures for deletion from the membership rolls;
- C. Approve, by a three-fourths (3/4) vote, all candidates for Honorary Membership;
- D. Authorize Project Grants to applicants upon the recommendation of the Project Grants Committee;
- E. Select a firm before Annual Meeting to provide an accountant's review of the books and the statements of the Treasurer;
- F. Review the Strategic Plan every odd-numbered year at the mid-year meeting and Make recommendations for revisions at the following Annual Board Meeting.
- G. Adopt a budget and report the same to the members at the Annual Meeting;
- H. Ratify the nominations of the President for the Conveners and members of the committees and special positions not provided for otherwise in this Constitution and Bylaws;
- I. Create additional committees as it deems necessary.

Section 3. Terms of Office.

- A. A term of office on the Board of Directors, in any capacity, with the exception of the Nominating Committee Convener, is considered three (3) years.
- B. The term for all Directors, except the Convener of the Nominating Committee, shall be three (3) years or until their successors are elected. They shall be eligible for re-election to the same office or to a different office for one (1) additional term of three (3) years.
- C. The Convener of the Nominating Committee shall serve a term of one (1) year and is eligible for re-election for one (1) additional year in that capacity. The Convener shall serve on the Board with voice, but no vote.
- D. Service for less than one and one-half years to fill a vacancy, in any Board position, shall not be counted as a term.
- E. No one shall hold any Board position for more than two (2) consecutive terms unless elected to the office of President, in which case the person may serve one

(1) additional term in that capacity only.

- F. After completion of six (6) years service on the Board, an interval of one (1) year shall be required before re-election to the Board in any capacity. If a Board member is elected to the office of President, the interval of one year would be required after the additional term as President was served.
- G. All terms shall begin immediately following Annual Meeting. A Director appointed by the Executive Committee after the Annual Meeting, to fill a vacancy, may be seated immediately. The appointment must be ratified for the remainder of the term by the Board of Directors at the next Board meeting.

Section 4. Vacancies on the Board.

Vacancies on the Board, with the exception of the President, shall be filled by a majority vote of the Board for the remainder of the term. If the office of the President shall become vacant, the First Vice President shall serve for the remainder of the term. If the First Vice President is unable to serve, the Board shall elect by majority vote one of the elected Vice Presidents to assume those duties for the remainder of the term.

Section 5. Meetings.

There shall be two (2) Board meetings a year, one preceding the Annual Meeting, and the second, called the Mid-year meeting, to be held between October 15 and November 20, at the Call of the President, or upon written request to the Secretary by three (3) members of the Board. Notice of the meeting shall be sent to each member of the Board no less than forty-five (45) days before the meeting.

Section 6. Special Meetings.

Special meetings shall be held on Call of the President or upon written request of at least seven (7) members of the Board of Directors to the Secretary. Notice and purpose(s) of the meeting shall be sent to each Board member. Only the purpose(s) of the meeting as stated in the Call shall be debated and voted upon.

Section 7. Quorum. Seven (7) members of the Board present at a meeting shall constitute a quorum.

Section 8. Voting. Each Board member shall have one vote on each question. A majority vote shall be required to adopt the question.

Section 9. Salary.

- A. Officers. No Officer of the Corporation or Board of Directors shall for reason of office be entitled to receive any salary or compensation, other than reimbursement of expenses incurred in performance of legitimate corporate business.
- B. Staff. The President, with the Board of Directors, shall hire and fix the compensation of any and all staff members and employees.

ARTICLE VI. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

A. Composition of the Committee.

The Nominating Committee shall be composed of five (5) members and one (1) alternate, who shall be elected each year by the members. One of the committee members who shall have served the previous year shall be named Convener.

B. Nominations.

The Nominating Committee shall present the slate of nominees for Officers, except for the Second Vice President, and members of the Board of Directors to the Secretary sixty (60) days prior to the Annual Meeting. The Secretary shall include the slate with the Call to the Annual Meeting sent no fewer than forty-five (45) days prior to the Annual Meeting. Nominations from the floor shall be in order and shall include the written consent to serve of those nominated.

Section 2. Elections.

Directors and Officers of the Corporation, with the exception of the Second Vice President, shall be elected by voice vote. If one or more positions should be contested, election of these positions shall be determined by ballot by a plurality of the members present or represented by written proxy at the Annual Meeting of the Corporation.

ARTICLE VII. EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

Section 1. Members. The Executive Committee shall consist of the elected Officers and the Conveners of the Standing Committees.

Section 2. Powers and Duties. The Executive Committee shall transact such business between Board meetings as will provide for expeditious work of the various committees.

Section 3. Quorum. A majority of the Executive Committee shall constitute a quorum.

ARTICLE VIII. COMMITTEES AND SPECIAL POSITIONS

Section 1. Standing Committees.

There shall be the following standing committees: Constitution and Bylaws; Development; Finance and Investment; Membership; Project Grants; and such others as the Board shall authorize from time to time. Members of the Board of Directors shall serve as Conveners of these committees.

Section 2. Composition and Duties of the Standing Committees.

A. The Constitution and Bylaws shall:

- (1) Be composed of no fewer than three (3) nor more than five (5) members including the convener;
 - (2) Review, for approval and recommendation to the Board of Directors, proposed amendments to the Constitution and Bylaws;
 - (3) Perform other duties as may be assigned by the Board of Directors.
- B. The Development Committee shall:
- (1) Be composed of no fewer than four (4) nor more than ten (10) members including the convener;
 - (2) Identify and encourage individuals, foundations, corporations and other sources to donate moneys, goods and/or services to help further the projects and grants of VGIF;
 - (3) Propose to the Board of Directors policies and strategies for raising funds.
- C. The Finance and Investment Committee shall:
- (1) Be composed of no fewer than four (4) nor more than six (6) other members including the Treasurer;
 - (2) Advise the Board of Directors on the administration of the financial matters of the Corporation, on the investment of funds, on the acquisition and disposition of Corporation property, and other matters relating thereto;
 - (3) Prepare the annual budget of the Corporation and present it to the Board of Directors for approval..
- D. The Membership Committee shall:
- (1) Be composed of no fewer than five (5) nor more than fifteen (15) members including the convener;
 - (2) Seek actively for members from across the spectrum of society;
 - (3) Devise effective methods of recruitment and retention.
- E. The Project Grants Committee shall:
- (1) Be composed of no fewer than five (5) nor more than fourteen (14) members including the convener;
 - (2) Propose policies to the Board of Directors for the awarding of grants;
 - (3) Approve or disapprove applications for grants in accordance with the purpose of the Fund;
 - (4) Report recommendations promptly to the President and to the Secretary for consideration by the Board of Directors in making grants.

Section 3. Terms of Committee Members.

Committee members shall be appointed by the President in consultation with the Officers and with subsequent ratification by the Board of Directors. They shall serve for a period of three (3) years and may be reappointed for one (1) additional term of three (3) years, to the same committee or another committee, for a total of six (6) years. No person shall serve more than two (2) consecutive terms on the same or different committee, without an interval of one (1) year. Service for less than one and one half years to fill a vacancy shall not be counted as a term.

All terms shall begin immediately following Annual Meeting. A committee member appointed after Annual Meeting to fill a vacancy, whose appointment has been duly ratified by the Executive Committee, may be seated immediately. The appointment must be ratified for the remainder of the term by the Board of Directors at the next Board meeting.

Section 4. Special Committees. Special Committees may be appointed by the President.

Section 5. Special Positions. Special Positions, such as Archival Historian and Webmaster, shall be appointed by the President and ratified by the Board of Directors. There shall be no term limitation for these positions.

Section 6. Reports. All Standing, Special Committees and Special Positions shall present written reports to the Annual Meeting of the membership.

Section 7. Quorum. The quorum of all Standing and Special Committees shall be a majority of the members of each committee.

ARTICLE IX. MEETINGS OF THE MEMBERSHIP

Section 1. Place of Meetings and Activities.

The principal place at which the activities of the Corporation shall be carried on and at which the meetings of the members of the Corporation shall be held shall be located in the City, County and State of New York. The Corporation may maintain and establish from time to time a place within or without the State of New York at which the activities of the Corporation may be carried on or which meetings of the members may be held at such location or locations as may be designated from time to time by the Board of Directors of the Corporation.

Section 2. The Annual Meeting.

The Annual Meeting shall be held between April 1 and May 10 and shall be for the purpose of electing Officers, the members of the Board of Directors and members of the Nominating Committee, for amending the Constitution and Bylaws, and for the transaction of such other business as may properly come before the meeting. At its Annual Meeting, the Board of Directors shall set the date of the Annual Meeting for the following year.

- A. Notice of the Meeting. Each member shall be notified by written notice sent no fewer than forty-five (45) days before the meeting.
- B. Date of Meeting. The Board of Directors, by a majority vote may change the date of the Annual Meeting, if deemed advisable, upon at least thirty (30) days notice.
- C. Place of Meeting. Meetings shall be held at the office of the Corporation or at such other place within or without the State of New York as may be designated.
- D. Voting. Each member shall be entitled to cast one (1) vote on each question, and such vote may be cast either in person or by written proxy. Every proxy must be executed in writing by the member and shall be revocable.

Section 3. Special Meetings.

Special meetings of the members may be called by the President, or at the written request of fifteen (15) members of the Board of Directors or fifty-one (51) members from the general membership. Such a request shall state the purpose(s) of the proposed meeting.

- A. Notice of Special Meetings shall be sent to each member at least thirty (30) days prior to the meeting.
- B. Only the purpose(s) of the Special Meeting as stated in the Call for the meeting shall be discussed and voted upon.

Section 4. Quorum.

The quorum for any meeting of the members present in person or represented by written proxy shall be either one hundred (100) persons or ten (10) percent of the total membership, whichever is less.

Section 5. Voting.

Each member in good standing shall be entitled to cast one (1) vote on each question. Such vote may be cast either in person or by written proxy.

ARTICLE X. THE ACCOUNTANT'S REVIEW, THE BUDGET AND THE FISCAL YEAR

Section 1. The Accountant's Review.

The accountant's review of the books and statements of the Treasurer shall be made by a certified public accountant and presented to the Board of Directors at its meeting preceding the Annual Meeting. The Board shall review the accountant's review and report to the Annual Meeting.

Section 2. The Budget.

A budget of the estimated income and expenses shall be prepared by the Finance and Investment Committee and presented to the Board of Directors for adoption at the November meeting.

- A. Payment for Budgeted Items. The President shall authorize all payments for project grants and other payments within the budget exceeding \$50.00.
- B. Non-budgeted Items. Any non-budgeted item shall be authorized by the Board of Directors before payment.

Section 3. Bonding. The Treasurer and other signatories handling the funds of the Corporation shall be bonded in an amount to be determined by the Board of Directors.

Section 4. The Fiscal Year. The Fiscal Year shall be from January 1 through December 31 inclusive.

ARTICLE XI. INDEMNIFICATION

The Board of Directors, Officers, Appointed Representatives and Staff of the Virginia Gildersleeve International Fund shall be indemnified and held harmless for any acts or omissions in connection with their official duties on behalf of the Virginia Gildersleeve International Fund unless the aforementioned person (s) are adjudged therein to be guilty of malfeasance and / or gross negligence in the performance of her/their respective duties.

ARTICLE XII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this Corporation in all instances in which they are applicable and in which they are not inconsistent with the Constitution and Bylaws and the laws of the State of New York.

ARTICLE XIII. AMENDMENTS

This Constitution and Bylaws may be amended at any Annual Meeting or Special Meeting called for that purpose by a majority vote of those voting at the Annual Meeting, in person or by written proxy, provided notice of intention shall have been contained in the notice of the meeting and shall have been posted in a conspicuous place in the office of the Corporation for a period of at least two (2) weeks preceding the meeting.

ARTICLE XIV. DISSOLUTION

In the event of the dissolution of the Virginia Gildersleeve International Fund, Inc., the Executive Committee, after the payment of all liabilities has been made, shall make assignments and disbursements of the remaining assets to such organizations as qualify under the Internal Revenue Code and subject to an order of a Justice of the Supreme Court of the State of New York.

Constitution and Bylaws of the Virginia Gildersleeve International Fund, Inc.

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| Adopted | April 27, 1978 | April 4, 1998 |
| Revised | April 28, 1983 | April 10, 1999 |
| | April 26, 1984 | April 8, 2000 |
| | April 11, 1987 | April 6, 2002 |
| | April 21, 1990 | April 17, 2004 |
| | April 17, 1993 | April 16, 2005 |
| | April 8, 1995 | April 29, 2006 |
| | April 12, 1997 | April 28, 2007 |

