

**Constitution and Bylaws of
The Richards & Coleman Family Foundation, Inc.
Amended July 19, 2014**

PREAMBLE

Whereas its purpose is charitable, to provide scholarships through the James David Cassell Scholarship Fund, and other assistances that will help to provide a quality education for underprivileged individuals and families unable to meet tuition expenses for themselves or their children. The Foundation will provide other assistance to the needy and educational Institutions.

Therefore, the Members of the Foundation have delegated to the present Board of Directors the necessary power to approve the functions of the Administrative Officers according to the Bylaws, which will be reviewed annually and amended as necessary. The Administrative Officers and the Board of Directors shall be elected by the members of the Richards and Coleman Family Foundation, Inc.

Whereas the sole objective and purpose of this non-profit organization is charitable; to assist underprivileged individuals and families in acquiring quality education for themselves and their children. It shall provide other emergency assistance when possible.

ARTICLE I **NAME**

The name of the organization is Richards & Coleman Family Foundation, Inc.

ARTICLE II **PURPOSE**

Section 1: As outlined in the preamble, the organization has charitable purpose to assist through fundraising. The proceeds gathered will be used for assisting in the tuition costs of deserving and gifted students whose families are unable to meet their tuition expenses, for scholarships and special awards to educational institutions.

Article III: **GENERAL MEMBERSHIP**

Section 1: The Foundation will have 3 (three) types of membership.

- A. Full Membership also referred to as member or membership in this document**
- B. Child/Minor Member**
- C. Associate member**

Section 2: Requirements and benefits for Full Members of the Foundation are as follows:

- a) **Must be the biological offspring adopted or the spouse of a Richards or Coleman Family member.**
- b) **Must be 21 years or older.**
- c) **Must pay his/her full assessment and must have no other debt owed to the foundation for more than three consecutive years.**
- d) **Shall be eligible to vote and hold elected office.**
- e) **Shall be given first preference for any expenditure related to event(s) organized by the foundation where there is a discount being offered.**
- f) **No member not in good financial standing with the Foundation will be allowed to vote.**

Section 3: Requirements and benefits for Child/Minor Members of the Foundation are as follows:

- a) **Must be 21 years old or younger.**
- b) **Must be the biological offspring of a Richards/Coleman family member or adopted.**
- c) **Shall be given first preference for any expenditure related to event(s) _ organized by the foundation where there is a discount being offered.**

Section 4: Requirements and benefits for Associate Members of the Foundation are as follows:

- a) **Must be the biological offspring adopted or the spouse of the Richards or Coleman families of Clay Ashland, Liberia shall be an Associate member of the Richards & Coleman Family Foundation, Inc.**
- b) **Associate members may attend General meetings and pay a fee of \$25.00 to participate in the week's activities.**
- c) **Associate members may attend meetings but are not eligible to vote.**

Article IV: THE BOARD OF DIRECTORS

Section 1: There shall be nine (9) members on the Board of Directors. The Board must have no less than five members of the RCFA and no more than four non-RCFA members at any time. The Board shall elect the following Officers: Chairman, Co-Chair, Secretary and Financial Secretary

Section 2: Once the new Board is elected, the officers, by mutual agreement, will assign the positions to the new members. In case of disagreement, the selection for each position will be made by majority vote amongst the officers.

Section 3: The Foundation's Board of Directors is required to hold quarterly meetings.

Section 4: The Foundation will set up the functions needed for its fund raising activities.

Section 5: Remuneration - The Board of Directors serves as a voluntary board and a small fee or stipend can be paid to the officers to cover expense for a meeting or to represent the foundation at an official function. Receipts must be provided for all transactions. This rule will take effect after January 1, 2016.

Article V: ORGANIZATION OF THE ELECTED OFFICERS

Section 1: ADMINISTRATIVE OFFICERS –

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|--------------------------------------|--------------------------------------|
| 1. Executive Director | 3. Executive Secretary |
| 2. Deputy Executive Director | 4. Director of Finance |
| 5. Deputy Executive Secretary | 6. Deputy Director of Finance |

Section 2: An Elected Officer of the Foundation must be an active paying Full Member of the Foundation for three consecutive years, except for non-family board members who will be voted on by the members.

Section 3: Election of Officers - The officers shall be elected every two years at the annual general meeting of the Richards & Coleman Family Foundation, Inc. and shall hold office until the next election, or until a successor is elected. At least 48 hours prior to the election, a candidate seeking an elected position must declare to the Board and the Secretary of the foundation their intent to seek office.

Section 4: Incumbents can be re-elected for consecutive terms as long as they maintain eligibility requirements.

Section 5: Removal from Office – Procedures leading to removal of an officer may be initiated by a Full Member or any elected officer of the Foundation, in writing, for causes including failure to fulfill his/her responsibilities, malfeasance while in office, physical or mental infirmity to a degree that renders him/her incapable of fulfilling the duties of the office, or conduct detrimental to the interests of the Foundation. Any elected officer's failure to perform any of his/her responsibilities for a period of 6 months shall be subject to removal from office.

The Board of Directors will meet and appoint a special committee consisting of four members at large, and the other three members of the Board of Directors, to conduct a hearing (a total of seven). At the end of the hearing, a decision will be reached by majority vote

After the removal of the officer from office, the three remaining members will nominate a new officer to fill the vacancy from the members at large. The nominated officer will fill the position at interim until the next election of the Board of Directors.

Section 8: Duties of the Officers - The following duties are expected of the elected officers:

EXECUTIVE DIRECTOR:

- a) To call, preside at, and be responsible for the agenda of the meetings and the yearly general membership meeting.**
- b) To be responsible for the enforcement of the bylaws, rules and regulations, for implementation of sanctions and all corrective action agreed upon by the Board and/or the members.**
- c) May appoint Ad Hoc and Standing Committees when necessary for the duration of the term in office.**
- d) Coordinate the activities of the Foundation's membership and Board of Directors with the Secretary as needed.**
- e) Shall appoint a three member Scholarship committee consisting of two members and 1 non-family member, with the advice and consent of the Board of Directors. All appointees can act in their appointed position after 30 days of submission of their name to the board in writing. If the board doesn't act, the appointee can serve unless rejected by a vote by the board and written notification to Executive Director of the Foundation.**
- f) Shall create an annual budget to be acted upon within 60 days after submission to the Board of Directors. If the budget is not amended and or approved by the Board of Directors within a timely manner, the Foundation will operate on the last approved budget until the current budget is approved.**

DEPUTY EXECUTIVE DIRECTOR

- a) To assume all duties of the Executive Director when the Executive Director is absent.**
- b) To coordinate the Board's activities with the members at large.**
- c) To assist the Executive Director in the enforcement of the Bylaws and all corrective actions agreed upon by the Board and/or the members.**

EXECUTIVE SECRETARY

- a) Will keep accurate and complete minutes of the Foundation's Officers meetings as well as the general meeting, and maintain comprehensive records (archive) of all the Foundation's activities (Business).**
- b) To manage all correspondence for the Foundation.**

- d) **To assist the Executive Director and Deputy Executive Director in preparing meetings, and in follow-up at Ad Hoc Committee presentations.**

DIRECTOR OF FINANCE:

- a) **Will keep an accurate record of the financial activities of the Corporation**
- b) **To present the financial reports to the general membership.**
- c) **To pay bills as agreed upon by the Board of Directors.**
- d) **To jointly sign checks and conduct money transfers as donations for scholarships, awards, etc. (see Article II, Section**
- e) **To collect donations and contributions from donors and contributors, and deposit funds to the Foundation's's Bank Account within 48 hours.**
- f) **Will produce Federal and State financial reports.**

ARTICLE VI

AD HOC COMMITTEES

Section 1: Ad Hoc Committees will be nominated by the Board of Directors for specific tasks for a specified period, to assist the officers for a specific purpose. They will report their findings to the Board of Directors for that specific purpose. The Board of Directors will then present those findings at the general meeting to the members at large.

ARTICLE VII

SCHEDULE OF MEETINGS

Section 1:

Section 1.1: The Board of Directors will schedule its meetings according to its schedule, at least once a quarter. The meetings can also be done through teleconferences.

Section 1.2 General Meetings: Shall be held once a year on the third weekend of July. A meeting date change shall be voted upon at the general meeting to make a onetime change. Thereafter it shall revert to the third weekend the following year.

Section 1.3: Special Meetings: Special meetings can be scheduled by the Board of Directors to address issues as deemed necessary.

ARTICLE VIII:

EXECUTION OF CHECKS, NOTES AND CONTRACTS

Section 1: Except as otherwise provided by law, checks, drafts, promissory notes, orders for payment of money and other evidences of indebtedness of the Foundation shall be signed by the Treasurer and counter signed by the Executive Director

Section 2: Any contract, lease or other instrument executed in the name of and on behalf of the Foundation shall be signed by the Executive Secretary and countersigned by the President, and shall have attached to it a copy of the resolution of the Board of Directors certified by the Executive Secretary, authorizing its execution.

Section 3: An annual financial audit of the Foundation must be completed before each general meeting and publish the foundation's website.

ARTICLE IX AMENDMENTS OR CHANGES IN THE BYLAWS

Section 1: If an amendment or a change of the Bylaws is needed, the Board of Directors will meet and propose the change to be voted on by majority vote of the membership. If an emergency change in the Bylaws is deemed necessary for the proper function of the corporation, a temporary amendment will be made until the next general meeting. The amendment will be presented for vote at the next general meeting.

ARTICLE X BYLAWS' AVAILABILITY

Section 1: These Bylaws will be available for distribution to all officers and members at large. They will be posted on the Richards & Coleman Family Foundation, Inc.'s website.