



THE WOLCOTT FOUNDATION INCORPORATED

Bylaws Document

ABSTRACT

The Wolcott Foundation, Inc., is a designated 501(c)3 Non-Profit Corporation organized under the Laws of the State of Missouri with an avowed purpose to provide fellowships at George Washington university to graduate students for careers in government, public management and international affairs.

Secretary Wolcott Foundation

Approved Bylaws of the Foundation

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THE WOLCOTT FOUNDATION, INC. BYLAWS

Introduction:

The Wolcott Foundation, Inc., (the Foundation) is a designated 501(c)3 Non-Profit Corporation organized under the Laws of the State of Missouri with an avowed purpose to provide fellowships at George Washington University to graduate students for careers in government, public management and international affairs. The Foundation was incorporated on September 21, 1960, for a term that is perpetual.

Article I – Membership

Section 1 – Members

Although *The Wolcott Foundation, Inc.* exists as a separate, distinct and independent organization, it nevertheless is associated with High Twelve International in that the Foundation adopts as its members, the Members of High Twelve International so that a Member of a Constituent Club of High Twelve International in good standing shall be a Member of this Foundation.

Section 2 – Zones

For administration of the Foundation as well as Member representation of the Board, the governing body of the Foundation, the Constituent Clubs shall be assigned to zones based on geographical location. The size and area of such zones shall be established from time to time by the Board.

Article II – Trustees [aka “The Board”]

Section 1 – Business Affairs Management

The Business Affairs of the Foundation shall be handled by the Chairman, Vice-Chairman, Secretary and Treasurer. , who shall hereafter be referred to as the Business Affairs Management Committee.

Section 2 – Financial Management

The management and investment of the trust funds and finances of the Foundation shall be handled by the Treasurer with the advice and consent of the Business Affairs Management Trustees. This is to include but not limited to fundraising, budget development, bill payment, budget to actual reporting, annual tax filing and quarterly reporting to the general membership of the Foundation.

The Business Affairs Management Trustees except as may be otherwise provided by these Bylaws or by the terms of the gift, devise or requests, shall invest, manage and administer said property for the purposes set forth in the Articles of Incorporation. In administering the property of the Foundation, unless otherwise specifically provided by the terms of the gift, devise or bequest, they shall have the authority to exercise all of the power granted under the Missouri “not for Profit Corporation” under No. R. U. (1949) Section 355.090, as amended.

Section 3 – Fellowship Program Management

The Fellowship Program Management shall reside with the Business Affairs Management Trustees with the advice and consent of the Zone Trustees. This is to include but not limited to being the liaison with George Washington University, web based fellowship application process, candidate application scoring, candidate notification of final acceptance/denial of fellowship.

Section 4 – Qualifications to Serve

- A. Trustees shall be a continuing Member in good standing of a Constituent Club of High Twelve International, Inc. within the zone they represent. The withdrawal, suspension or discontinuance of the Constituent Club’s Charter shall act as an automatic disqualification of the Trustee. A Trustee shall have forty-five (45) days following the

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discontinuance of his Club Charter to provide a certification to the Foundation and High Twelve International Secretaries that he has associated himself with a duly constituted Constituent Club within the zone he represents.

- B. The term for Trustees shall be for three (3) years. Trustees may succeed themselves two times (nine (9) consecutive year maximum), after which they cannot hold the same office for one election cycle.
- C. Trustees shall not hold any elected or appointive office in High Twelve International, Inc.
- D. Trustees shall be qualified to be a zone officer as described in the position description. Additionally, those Trustees running for or holding the additional office/responsibility of Business Affairs Management shall hold additional qualifications described in the position descriptions.

Section 5 – Nominations for Zone Trustees

- A. Candidates for the office of Zone Trustee for geographical zone shall be nominated in writing to the Foundation Secretary not later than March 1st of the year in which the office of Trustee is to be filled.
- B. Such nomination(s) must be filed with the Foundation Secretary by US Mail and must include:
 - I. Resume consistent with the position being applied for.
 - II. Recommendation from the nominees' Constituent Club
 - III. Recommendation from the nominees' State Association if one exists.
 - IV. Nominees signed agreement to serve in accordance with these Bylaws if elected.
- C. The US Post Office imprinted cancellation date will determine if the March 1st deadline is met.
- D. The Secretary shall provide the Business Affairs Management Trustees the resume(s) who will determine if nominees meet the minimum qualifications as described in the position description via email. Business Affairs Management Trustees will respond to the secretary if the nominee(s) meet the minimum requirements.
- E. Nominations will be acknowledged in writing, by return US Mail, indicating receipt and if qualifications were met or not.

Section 6 – Failure to Nominate

- A. Zone Trustee – in the event a qualified nomination is not received from a geographical zone by the March 1st deadline the Board shall seek a qualified candidate from the zone in question and thereafter appoint the candidate to serve in the capacity of Zone Trustee for the full term of 3 years. Such appointment will be announced by the June 1st deadline (Article II; Section 9 – G).

Section 7 – Only One (1) Nomination Received

- A. In the event only one (1) valid nomination is received by March 1st from a Constituent Club for any open Zone Trustee position the Board shall appoint the sole nominee to the full term of the office nominated for. Such appointment will be announced by the June 1st deadline (Article II; Section 9 – G).

Section 8 – Multiple Nominations Received

- A. In the event more than one valid nomination is received by March 1st, the Foundation Secretary shall prepare the approved standard paper ballot to be sent to the Constituent Clubs in the geographical zone for a Zone Trustee election to all Constituent Clubs domestic and foreign for that zone not later than March 31st.
- B. Each ballot shall include:
 - 1. Line for number and club name.
 - 2. Zone number nominees are running for.
 - 3. Names of nominees.
 - 4. Instructions on how the ballot is to be completed and deadlines to be met.
 - 5. Signature line for Constituent Club Members to sign and select the nominee they are voting for.
 - 6. Each club member shall vote only once.

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7. Signature lines for Club President and Secretary to certify the ballot.
8. Return deadline postmark date of May 15th for the ballot to be returned.
9. Address the ballot is to be returned to.

Section 9 – Tallying of Ballots

- A. The Foundation Secretary shall:
 - a. Obtain the club rosters from High Twelve International in the zone(s) where the election is to be held to validate that members only voted once by club.
 - b. Validate postmark date.
 - c. Envelopes postmarked after May 15th will not be opened but retained with valid ballots.
 - d. Date stamp the envelope and ballot when received.
 - e. Create an Excel Spreadsheet to tally the votes by club.
 - f. Retain envelope and ballot in club number order.
 - g. Report the results of the election to the Board.
 - h. Report the results for publication on the High Twelve International website on June 1st.
 - i. Have all envelopes/ballots and tally sheet available for inspection at the High Twelve International Convention that the results will be announced at.

Section 10 – Contested Elections

- A. Such contest shall be registered in writing before the opening of the Annual Membership Meeting and filed with the Secretary of the Trustees (unless the election of the Secretary shall be at issue, then the writing shall be filed with the Chairman).
- B. Any contested election shall be resolved immediately in closed session by the remaining Board members and the determination of the Board announced prior to the close of the Annual High Twelve International Convention.
- C. The written decision of the Board on the contested ballot issue shall not be subject to further review or contest.

Article III – Removal of a Trustee

Section 1 – Cause

- A. A Trustee may be removed for office upon presentation of good and sufficient cause upon the institution of the following procedure.

Section 2 – Charge(s)

- A. A charge(s) shall be instituted in writing, signed by the Club President and Secretary, by filing the same with the Foundation Secretary setting forth the specific complaint(s) against the alleged offending Trustee.
- B. A charge(s) can emanate from a State Association or club.
- C. In the case of a Business Affairs Management Trustee the charge may emanate from any zone.
- D. In the case of a Zone Trustee the charge can only emanate from that Trustees zone.

Section 3 – Right to Respond

- A. The alleged offending Trustee shall have the right and opportunity, either in person or by a representative of his own choice, to present a response to the charge(s) at the time the matter is to be heard and determined by the Board.

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Section 4 - Constituent Club Mediation

- A. The Chairman, unless the Chairman is the subject of the charge(s), then the Vice-Chairman, shall forthwith notify the alleged offending Trustee against whom the charge(s) have been filed and shall also schedule an informal meeting with the Constituent Club(s) bringing the charge(s) to amicably resolve the complaint.

Section 5 – Absence of Resolution

- A. In the absence of any immediate resolution of the matter, the Chairman (or Vice-Chairman) shall thereafter refer the charge(s) to the Board which shall review the charge(s) as made to make a determination as to dismiss the charge(s) and retain the alleged offending Trustee or adopt the charge(s) and dismiss the offending Trustee. In making their determination, the Trustees may review such other information relating to the charge(s) as the Trustees deem appropriate. The determination to dismiss shall be by a majority vote of the remaining Trustees.

Section 6 – Determination to Dismiss

- A. In the event a determination is made to dismiss; the rest of the offending Board member's term of office shall be forthwith declared vacant and forthwith filled in accordance with the provisions of these bylaws. Such appointed Trustee shall serve out the remaining term of the Trustee so removed.

Article IV – Compensation

Section 1 – No Trustee shall receive directly or indirectly any salary, compensation, emolument or gifts from the Foundation or any other source for his services.

Section 2 – Trustees may be reimbursed actual travel expenses incurred for required attendance at meetings but not to exceed the annual amount budgeted and approved for said travel at the annual preceding membership meeting.

Article V – Conflict of Interest Policy

Section 1 – Policy Distribution

- A. The Foundation Secretary shall distribute the policy after the annual meeting.

Section 2 – Certification:

- A. Each Trustee will be required to certify annually after the annual meeting that they do not have a conflict of interest.

Article VI – Membership Meeting Quorum

Section 1 – Annual Meeting of Members:

- A. The Annual Meeting of the Members of the Foundation shall be held in conjunction with the Annual Convention of High Twelve International, Inc. and at such time to not conflict with the master High Twelve International convention agenda.

Section 2 – Special Meeting(s) of Members:

- A. Special Meetings of the members of the Foundation for extraordinary matters of business shall be called by the Chairman or Vice-Chairman with the approval of a two-thirds (2/3) majority of the Members of the Board. Such meeting shall be called only if the Annual meeting shall be more than four months removed from the date on which a determination is made to call for such meeting; otherwise the matter for determination shall be placed on the agenda for the Annual Meeting. The date for the Special Meeting shall be published in the High Twelvian or such other communication of assured circulation to and among the members, announcing the time, place and

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purpose of the special meeting, but such meeting shall not be prior to thirty (30) days nor more than sixty (60) days following the date of publication of such notice. If no such communication is otherwise available, notice shall be provided by regular US Mail to the Secretaries of each Constituent Club.

Section 3 – Presiding Officers

- A. The Chairman of the Foundation, and in his absence the Vice-Chairman, or in their absence the senior Trustee in length of total service, shall preside at all meetings of the Members.

Section 4 – Documentation of Meetings

- A. The Foundation Secretary shall digitally record all acts and proceedings of such meetings.
- B. Such digital recordings shall be transcribed and published to the Board and the Membership.
- C. Such digital recordings shall be retained for a minimum of four (4) years.

Section 5 – Proxies

- A. The use of proxies will not be utilized.
- B. Each Trustee and general member present shall have one vote.

Article VII – Meeting of Trustees

Section 1 – Annual Meeting

- A. The Annual General Membership meeting will be held in conjunction with Annual Convention of High Twelve International, Inc.
- B. Order of Business:
 - 1) Call to order.
 - 2) Reading of minutes of last annual meeting.
 - 3) Reading of minutes of any special meetings.
 - 4) Reports of committees.
 - 5) Unfinished business.
 - 6) Communications.
 - 7) New business:
 - i. Anything appropriate to come before the General Membership.
 - ii. Should there a contested zone election it will be taken up here.
 - 8) Election of Business Affairs Trustees by the Board.
 - 9) Installation of Trustees.
 - 10) Adjournment.

Section 2 – Regular meetings

- A. Regular meetings of the Board shall be conducted monthly or as needed by telephone conference call.
- B. Such calls shall be recorded and transcribed by the secretary and circulated among the Trustees.

Section 3 – Special Board Meetings

- A. Special meetings may be called by the Chairman or by any two (2) Trustees upon at least fifteen (15) days' notice to each Trustee by US Mail, Email or Telephone.
- B. A quorum shall require five (5) members present to conduct business.
- C. Meeting by telephone conference call may be held for any issue considered and the decision at such meeting shall be reported in the appropriate minutes by the Secretary and circulated among the Trustees.

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Section 4 – Notice of Annual or Special Membership Meetings

- A. Notice of the annual or a special meeting may be incorporated in the notice of the annual or a special meeting of High Twelve International. Publication of notice in the official publication of High Twelve International, Inc., *The High Twelvian*, shall be deemed compliance with this section.

Article VIII – Finances and Property

Section 1 – Depository for Funds

- A. All cash of the Foundation shall be deposited in such financial institutions that are FDIC or FCUD insured.

Section 2 – Fiscal Year

- A. The fiscal year of the Foundation shall commence on May 1st and end on April 30th of the following year.

Section 3 – Title to Assets

- A. Except as required by law, the title to all assets or investments of the Wolcott Foundation, Inc., shall be vested in the Foundation.

Section 4 – Additional Powers

- A. In administering the property of the Foundation, the Business Affairs Management Trustees in addition to any other powers granted by these Bylaws shall have the power to:
 - I. Purchase or otherwise acquire, and to retain any and all stocks, bonds, notes or other securities, including certificates of deposit or other evidence of indebtedness in banks and saving & loan associations, any variety of real or personal property, including interest in investments trusts and common trust funds at such prices and upon such terms and conditions and in such a manner as they seem best, whether such investments be secured or unsecured, or located within or without the State of Missouri.
 - II. With respect to the investment in and management of real estate and the improvements thereon, maintain same in a suitable condition for sale or lease, including the repair, alteration, addition to or reconstruction or improvements thereon, without the express consent of Members of the Foundation.
 - III. Retain any portion of the funds of the Foundation in cash as the Board determines that said retained funds can be more profitably invested or reinvest.
 - IV. Select and employ agents and attorneys, including the appointment of a trust company or trust companies, investment management company or investment management companies to whom may be delegated, with the right of revocation reserved, such powers in managing and investing the Foundation's funds as may deemed advisable, and as the laws of the jurisdiction permit, and to pay their reasonable compensations and expenses.
 - V. The Board shall have the power to accept or reject any contribution offered to the Foundation.

Section 6 – Report of the Trustees

- A. The Trustees of the Foundation, at the Annual Meeting of Members, shall present a complete, accurate and detailed financial report, with itemized supporting schedules of all income and all disbursements, a balance sheet verified by the Chairman and Secretary or by a majority of the Board, for the Fiscal Year immediately preceding the date of the report; together with such other information as may be required to keep the Membership fully informed of the activities of the Foundation. An abstract thereof shall be entered into the minutes of the proceedings of the annual meeting at which the report is made. Copies of the abstract of the report shall be made available to all members who shall request same by email. A full copy of the report shall be posted to the High Twelve International web site with access restricted to High Twelve Members only.

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Section 7 – Annual Audit

- B. A complete audit of the books and records of the Foundation for each Fiscal Year is to be made by a certified public accountant. Copies of the audit shall be furnished to the Trustees and shall be made available upon request of any General Member via email and posted to the High Twelve International web site with access restricted to High Twelve Members only.

Article IX – Duties of the Officers

Chairman

- I. The Chairman of the Board shall preside at all meetings of the Board, and perform all other duties usually and customarily assigned to and performed by the Chairman of the Board. In addition, the Chairman of the Board shall be the Chief Executive Officer of the Foundation.
- II. As the Chief Executive Officer of the Foundation, he shall preside at all meetings of the Members, he shall supervise all the activities of the Foundation and shall represent the Foundation at High Twelve International. He shall perform such other duties as usually pertain to the Office of Chairman.

Vice-Chairman

- I. The Vice-Chairman, in the absence or disability of the Chairman, shall perform the duties of the Chairman, and shall perform such other duties as shall be assigned to him by the Board, or usually and customarily pertain to his office.

Secretary

- II. The Secretary shall keep complete and accurate records of the proceedings at the Board and Membership meetings and shall have charge of the minute book, seal and other similar records and office assets of the Foundation, and shall perform such other duties as customarily pertain to the Office of the Secretary of a Non-Profit Corporation.

Treasurer

- III. The Treasurer shall keep maintain and invest all of the assets and funds of the Foundation in the name of the Foundation as provided in Article VIII and approved by the Board. He, as well as all Board members, shall be bonded in an amount satisfactory to the Board. He shall report to the Board, upon demand of the Chairman or Vice-Chairman, the complete record of the finances of the corporation, and shall submit such records for audit when requested by the Board. He shall file the annual tax return of the Foundation. He shall perform any and all duties which usually pertain to the office of Treasurer.

Position Descriptions shall be developed and maintained by the Trustees. The Secretary shall insure that current copies are posted to the High Twelve International web site with access restricted to High Twelve Members only.

Article X – Geographical Zones

Section 1 – Geographical Zone Assignments

- A. For the convenience of the administering of the Foundation and to establish areas from which representatives may be elected by the Constituent Clubs of High Twelve International, the Board shall establish geographical zones, which zones shall elect a Trustee by the procedures herein set forth. The geographical zones shall be established and Constituent Clubs assigned to provide balanced distribution of Clubs among all zones. The geographical boundaries may be adjusted in the discretion of the Board from time to time to assure continued balance in representation of the Trustees.

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Section 2 – Designation of Zones

- o Zone #1 – Northern California
- o Zone #2 – Southern California, Arizona, Hawaii and Japan
- o Zone #3 – Colorado, Kansas
- o Zone #5 – Michigan, Ohio, United Kingdom
- o Zone #6 – Indiana, Kentucky, Louisiana and Texas
- o Zone #7 – New Jersey, Pennsylvania, New England and District of Columbia
- o Zone #8 – Florida

Section 3 – Terms of Zone Trustees – legacy 5 year terms

Zone	Terms Expire
1	2019
2	2021
3	2019
4	2020
5	2021
6	2017
7	2018
8	2020

Section 4 – Terms of Zone Trustees – 3 year terms effective (with the adoption of these bylaws)

Zone	Terms Expire
1	2022, 25, 28, 31
2	2021, 24, 27, 30
3	2019, 22, 25, 28
4	2020, 23, 26, 29
5	2021, 24, 27, 30
6	2017, 20, 23, 27
7	2018, 21, 24, 27
8	2020, 23, 26, 29

Article XI – Corporate Seal

- A. The Foundation shall have a corporate seal which shall have inscribed around the circumference thereof, “THE WOLCOTT FOUNDATION, INC.” There shall also be included on the seal the words, “Corporate Seal”, the date and state of incorporation, and such other words as may be required by law.

Article XII – Conduct of Foundation Business

Section 1 – Rules of Order

- A. At all meetings of the Membership, all matters of procedure not covered by these Bylaws shall be governed by Robert’s Rules of Order, last Revised Edition.

Section 2 – Day-to-Day Business

- A. The day-to-day business of the Foundation shall rest in the Business Affairs Trustees who shall appoint such committees and other personnel as shall be deemed necessary and desirable for the efficient operation of the

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Foundation and to carry out the purposes of the Articles of Incorporation well as the avowed government, public management and international affairs.

- B. Accordingly, the Board shall prepare and maintain a current written, procedures manual setting forth in detail a statement of the duties and responsibilities (position descriptions) of the Business Officers, Trustees, appointed committees and personnel as well as matters relating to the conduct and agendas for any meeting or election of the membership and such other business of the Foundation requiring definition and direction.
- C. Further, the Board shall definitively establish written policy for the manner in which the Fellowship Program is be encouraged and promoted among the Members and the Constituent Clubs; and, establishes a written policy by which the fellowship program is to be administered in relation to individual applicants and enrolled participating students, taking into consideration the relationship the program has with George Washington University.

Article XIII – Amendment to the Bylaws

Section 1 – Amendment Process

- A. Alterations or amendments to, or the repeal of the existing Bylaws or the adoption of new Bylaws may be considered at any Annual or Special Meeting of the Members of the Foundation and become effective if two-thirds (2/3) of the Members at such meeting present in person, vote in favor of such changes in the Bylaws. Such changes may be made at any Annual or Special Meeting of the Members provided that notice of the proposed alteration, amendment, repeal of an existing Bylaw, or adoption of a new Bylaws has been given to the Members of the Foundation at least sixty (60) days before such meeting of the Members of the Foundation called for such purpose. All such notices contemplated shall be considered given if sent by regular mail of the United States Post office or duly published in *The High Twelvian*.

End of Document

Adoption Certification:

Adopted at the XXth High Twelve International Convention on June xx, xxxx

Date: _____

XXXXXXXXXXXXXXXXXXXX
Chairman, Wolcott Foundation

CORPORATE SEAL

XXXXXXXXXXXXXXXXXXXX
Secretary, Wolcott Foundation