

GOVERNING BYLAWS OF THE ADVISORY BOARD OF THE CHISHOLM COMMUNITY FOUNDATION

ARTICLE I

Name

The name of this organization shall be the Advisory Board of the Chisholm Community Foundation, affiliated with the St. Paul & Minnesota Foundation.

ARTICLE II

Purposes

1. The purposes for which this organization is formed are:
 - A. To give back to the community and schools.
 - B. To preserve the uniqueness of the Chisholm area by supporting community projects.
 - C. To achieve superior education in the school system.
 - D. To develop community support and commitment for the Chisholm Community Foundation through a systematic communications program which both speaks and listens to the community in order to promote growth of the endowment fund.
 - E. To enhance and improve the quality of life in the Chisholm and Balkan area.
 - F. To receive by gift, grant, devise, bequest or otherwise, and from any private or public sources, personal or real property, and to inform the St. Paul & Minnesota Foundations, in accordance with the directions and intent of the donor(s) of such property.
 - G. To collaborate with other organizations or institutions when necessary to facilitate projects.
2. No activity of this organization shall be for the purpose of carrying on propaganda or otherwise attempting to influence legislation. None of the activities of this organization shall consist of participating in, or intervening in, (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
3. No part of the net earnings of this organization shall inure to the benefit of any private individual. The property of this organization is irrevocably dedicated to charitable purposes and upon liquidation or abandonment, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person, but will be distributed to a non-profit fund, foundation or organization which is organized and operated for charitable purposes and which has established its tax-exempt status under Sections 5012c3 and 509a1, 2, or 3 of the Internal Revenue Code of 1986, as amended.

ARTICLE III
Advisory Board Members

1. There shall be up to thirteen (13) members of the Advisory Board, each having one (1) vote.
2. Advisory Board members shall be elected by a vote of the Advisory Board as vacancies occur or terms expire.
3. Members of the Advisory Board may serve a term of two (2) or three (3) years. No person may serve more than six (6) years of consecutive service. After an absence from service on the Advisory Board of three (3) years a past member may reapply. Terms will be staggered.
4. All members of the Advisory Board shall be volunteers and shall not be paid personnel of the Chisholm Community Foundation or of any organization receiving financial support from it through the St. Paul & Minnesota Foundation.

ARTICLE IV
Advisory Board Meetings, Notices and Quorum

1. Regular meetings of the Advisory Board shall be held at least semi-annually.
2. Special meetings of the Advisory Board, for any purpose, or purposes, may be called pursuant to a resolution of the Advisory Board or by the Chairperson, or by any two (2) or more members of the Advisory Board.
3. At least five (5) days notice of all meetings should be given by mail or e-mail notice to the business or residence of each member of the Advisory Board stating the time and the place where it is to be held, except that special meetings may be held at any time without notice, provided notice is waived in writing, by telephone, e-mail, text message or in person by all members of the Advisory Board. The Administrative Assistant shall make a written record in which notice was waived by each member of the Advisory Board, which record shall be entered in the minute book of the Advisory Board.
4. If fewer of seventy percent (70%) of members are present, the meeting may still be convened for the purpose of discussion, information sharing, and planning; however, no official votes or formal actions may be taken until a quorum is present.
5. Members of the Advisory Board may participate in meetings by conference telephone or other communication methods that allow all participants to hear each other at the same time.

6. Any Advisory Board action may be taken without a meeting via electronic communication. Approval of such actions is contingent upon at least 70% response of board members.
7. Any action by a majority of the members where a quorum is present shall be the action of the membership of this organization, with the exception that a unanimous vote with all voting members present shall be required to approve a recommended expenditure of the principle portion of the Fund.

ARTICLE V

Advisory Board Officers

1. The officers of the Advisory Board shall consist of a Chairperson, Vice-Chairperson, and Treasurer. The officers shall be elected annually by the Advisory Board. Any officers shall hold office for a one (1) year term, except in cases of resignation or removal. All officers may serve up to two (2) consecutive one (1) year terms.
2. The Chairperson, or in his/her absence, the Vice-Chairperson, shall preside at all meetings of the Advisory Board and shall perform the duties as assigned by the Board.
3. The Treasurer shall maintain financial records of the Chisholm Community Foundation and shall report the financial status of the organization at each board meeting.
4. Any officer or agent may be granted additional powers and assigned duties by the Advisory Board, provided they are not contrary to law or inconsistent with these Governing Rules.
5. Any officer may be removed, with or without cause, by the Advisory Board.

ARTICLE VI

Vacancies

1. All vacancies on the Advisory Board shall be filled by appointment by the remaining members of the Advisory Board, subject to the conditions outlined in Article III.

ARTICLE VII

Subcommittees

1. The Advisory Board shall have the power to appoint various subcommittees to serve and advise the Advisory Board on matters pertaining to the operations of the organization and achievement of the goals of the organization. Subcommittees may have any number of members appointed by the Advisory Board.

2. The organization, membership and operations of any subcommittees shall be subject to these Governing Rules of the Chisholm Community Foundation, unless otherwise specified.
3. Members of the Advisory Board may be appointed to serve on any subcommittee and shall otherwise serve as ad hoc members of any subcommittee.

ARTICLE VIII ***Nondiscrimination***

1. The Chisholm Community Foundation shall not discriminate in the selection of officers, committee members, employees, or persons served, and shall conduct all activities without discrimination based on race, color, religion, national origin, sex, sexual orientation, gender identity, age, disability, marital status, familial status, veteran status, or public assistance status.

ARTICLE IX ***Financial Reports***

1. The Advisory Board may publish a financial statement of the Chisholm Community Foundation once a year.

ARTICLE X ***Amendments***

1. The Governing Rules of the Advisory Board may be altered or repealed by the members of the said Advisory Board by the vote of seventy percent (70%) of members present at any meeting or special meeting called for that purpose.