

THE RANDOLPH FOUNDATION

By Laws

Article I

Name, Principal Office and Seal

The name of this corporation shall be THE RANDOLPH FOUNDATION. The principal office shall be at Randolph, Coos County, New Hampshire. The seal of the Corporation shall be a flat-faced circular die reading "The Randolph Foundation, 1962."

Article II

Board of Directors

A. Composition. Except as otherwise provided in the Articles of Agreement or in these By-Laws, all the powers, duties and functions of the Foundation shall be exercised by the Board of Directors.

The Board of Directors shall be composed of not more than nine (9) members, including four (4) officers.

The Board of Directors shall not delegate the selection, but shall themselves select the charitable uses, beneficiaries and objects for which money or property of the Foundation is to be expended. The Board of Directors shall also appoint an auditor or auditors to examine the financial affairs of the Foundation and report to the Board annually. With these exceptions, every other function, authority, power and duty of the Foundation may, in the Board's discretion, be delegated to others acting under its general direction, supervision and control.

B. Term of Service. Each director shall serve a term of five (5) years, with a term

beginning at the Annual Meeting in the year in which s/he is elected, and continuing until the Annual Meeting at the conclusion of the five years. No Director may serve consecutive terms; however, after one (1) year's elapsed time, a Director is eligible for an additional term, which cycle may be repeated indefinitely.

C. Vacancies. The remaining members of the Board of Directors may select new Directors to fill any vacancies for an unexpired term. In the event of such vacancy, the remaining Directors may exercise the powers of the full Board until successors are elected.

D. Resignation. A Director may resign by communicating notice of such resignation to the President and to the Secretary.

E. Emeritus Status. A Director may be honored by the awarding of Emeritus status (non-voting) officially, "Director Emeritus." Such status will be conferred in recognition of valued services of Directors who have become unable to continue in an active capacity. Awarding emeritus status will require a vote of five (5) of the Directors present in person or by proxy at an appropriately called and notified meeting.

F. Prohibition on Compensation. Unless expressly authorized by vote of the Board of Directors, no Director or officer of the Foundation shall receive any salary for his/her services as such Director or officer, but this shall not prevent the payment to such Director or officer of the reasonable value of his/her services in performing necessary professional or other services for the Foundation which such officer is qualified to perform and performs in his/her ordinary occupation.

## Article III

### Meetings

A. Meetings: Regular meetings of the Board of Directors may be held at such places and at such times as the Board may by vote from time to time determine. Special meetings may be held at any time and place when called by the President or by a majority of the members of the Board. Notice shall be given, to each member of the Board not, less than seven (7) days prior to the date of any meeting.

B. Quorum. Five (5) members of the Board shall constitute a quorum for transaction of business. Each member of the Board shall have one vote and, except as otherwise specified in these By-Laws, the affirmative vote of five (5) Directors shall be necessary to take any action.

C. Meetings: The Annual Meeting of the Foundation shall be held on such date subsequent to July 1st of each calendar year as the Board of Directors shall designate. Written notice of the Annual Meeting, along with the Annual Report of the Foundation, shall be communicated to the Randolph community at least thirty (30) days before the date of the meeting.

D. Annual Report. No later than August 15th, the Board of Directors shall cause an annual report of the financial condition of the Corporation and a general statement of its activities, as of the end of the preceding fiscal year, July 1st through June 30th, to be mailed to the community and posted in a usual public place.

The Officers and Directors will use the President's written Annual Report, and the opportunity of the Annual Meeting, to report to the Randolph community on the

Foundation's grant-making activities, other initiatives, financial status and any other information that the Board of Directors wishes to share with the community. The Annual Meeting should include appropriate time for anyone in attendance to ask questions of the Directors and/or make suggestions about how the Foundation could better carry out its mission.

## Article IV

### Officers

Composition: The officers of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary elected by the Board of Directors, and such other officers as the Board of Directors may from time to time elect.

B. Term of Service. The officers shall hold office for one year and may be reelected for a maximum of five (5) one year terms. The officers shall be chosen from the current and past membership of the Board of Directors.

C. Vacancy. Any officer may resign by communicating written notice of such resignation to the President. Any vacancy in any office may be filled for the unexpired balance of the term by vote of the Board of Directors.

D. Powers and Duties of Officers:

1. The President: The President or Vice President shall preside at all meetings of the Board of Directors. S/he shall, under the direction of the Board of Directors, have general supervision over the affairs of the Foundation. S/he shall make reports to the Board of Directors at their meetings and shall perform all other duties incident to the office or properly required by the Board of Directors.

2. The Vice President: The Vice President shall preside at meetings in the

absence of the President. In selecting a Vice President, the Directors will attempt to identify an individual who can serve as President when the President concludes his/her term of office.

3. The Secretary: The Secretary shall keep minutes of all Board meetings, retain custody of all records of the Foundation including donor records, other than the financial records necessary to be retained by the Treasurer and the chair of the Finance Committee, support the Foundation's database, and make such reports and perform such other duties as are incident to the office or properly required by the Board of Directors.

4. The Treasurer: The Treasurer shall have the custody of all money and securities of the Foundation and shall coordinate the audit and/or other proper financial controls. The Treasurer shall disburse the funds of the Foundation by payment of valid demands against it as may be ordered by the Board of Directors and shall take proper vouchers for cash disbursements. The Treasurer shall also render to the Board of Directors, at each regular meeting and from time to time, as may be required, an account of the financial condition of the Corporation and the transactions as Treasurer. The Treasurer shall perform all of the duties incident to this office or which are properly required by the Board of Directors.

5. Other Officers: Other officers elected by the Board of Directors shall exercise such powers and perform such duties as may be determined by the Board of Directors.

## Article V

### Committees



The Board of Directors uses a committee structure to conduct business in several areas that reflect the Foundations Priorities. The Board of Directors shall establish such additional committees as the Foundation may require to conduct its business.

Grants: The Grants Committee will conduct a first review of all grant applications (other than educational grant applications) and make recommendations to the Board of Directors.

Ravine House/Durand: The Director and/or committee responsible for the Durand Lake and Ravine House Site area manages the functional areas of Durand Lake, the tennis court and Ravine House Site Park and makes recommendations to the Board of Directors regarding needs and expenses in those areas. The areas are owned by the Town but maintained and managed by the Foundation.

Finance: The Finance Committee, working with professional investment manager(s), provides oversight for the Foundation's endowment and makes recommendations to the Board of Directors on investment decisions.

Education: The Director and/or committee responsible for educational grants provides information to legal residents of Randolph who wish to apply for scholarship assistance and makes recommendations to the Board of Directors regarding educational grants.

Communications: The Communications Committee is responsible for publications and other efforts that provide useful and interesting information about events, programs, service opportunities, Randolph history and other aspects of the community.

## Article VI

### Miscellaneous Provisions

A. Fiscal Year: The Foundation shall operate on a fiscal year basis, July 1st through the following June 30th.

B. Designation of Depository: The moneys of the Foundation shall be deposited in the name of the Foundation in: such bank or banks as the Board of Directors shall designate and shall be drawn out only by checks signed by such officer or officers as may, from time to time, be designated by the Board of Directors.

C. Amendment: The By-Laws and Articles of Agreement of the Corporation may be amended by vote of the Board of Directors provided not less than seven (7) days prior notice of the meeting of each Board shall be given and such notice shall state that an amendment of the By-Laws or Articles will be considered at the meeting and generally described the nature of the amendment. It is a requirement of these by-laws that amendments cannot be presented and approved in one meeting; therefore, any amendment approved by this process will then be presented for a final vote at the next properly-called meeting of the Board of Directors. All amendments to the by-laws will be reported to the Randolph community at the Annual Meeting and/or in the Annual Report.

D. Powers and Duties with respect to Gifts to the Foundation. With respect to any money or property that the Foundation agrees to accept and receives, it shall apply the same intent as the donor, testator, or settlor thereof, shall specify or direct; provided, however, that if a majority of the members of the Board is present at a meeting of the Board, and if these members unanimously find that, as a result of change of circumstances, the purposes of any gift made to the Foundation, or to others for its benefit, have become impracticable or impossible of fulfillment, or that any entity to which the income or principal of any gift shall be provided to be paid shall have become nonexistent or shall have ceased effective activities, then, notwithstanding the direction of the donor, testator or settlor, the Board of Directors may use, or seek leave of an appropriate Court to use,

principal or income (as the donor, testator or settlor may have specified) for such of the general purposes of this Foundation as in the opinion of the Board most closely approximately the original intent of the donor, testator or settlor.

Amended:

August, 1988

July, 1989

July, 1991

July, 1994

June, 2008

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**Note to the By-Laws regarding the Amendments in 2008:**

The Board of Directors wishes to record a brief statement on the background and rationale for the significant changes to the by-laws in 2008 and the elimination of the Incorporators of the Randolph Foundation.

The Foundation was established by a Board of Incorporators in 1962. For the next 45 years, the Foundation operated with both a Board of Directors (which conducted the business of the Foundation on a daily basis) and a Board of Incorporators which, under the By-Laws, could number as many as twenty-four (24). The original, and later amended, By-Laws probably signified the initial importance of the Incorporators by beginning with text about the Incorporators and then moving to the Board of Directors. The powers and duties assigned to the Incorporators in the original By-Laws were as follows:

*"The Incorporators.....shall consult with and advise the Board of Directors about any matters affecting the Corporation. The Board of Incorporators shall explain the purposes and method of operation of the Corporation to others and seek to promote its growth. Each year at its annual meeting the Board of Incorporators shall appoint an auditor or auditors to examine the affairs of the Corporation and to report to the Incorporators at its next annual meeting and to the Board of Directors. The Board of Incorporators shall have such other powers and duties as are conferred on it by law or by these By-Laws."*

Over time, however, the Directors (and many Incorporators) found it difficult to understand the need for both Incorporators and Directors. This difficulty was



summarized most often in the question: “What does an Incorporator do?” In the absence of meaningful, distinct responsibilities for Incorporators, the Board of Directors circulated written information to all Directors and Incorporators inviting comments on the question of whether the Incorporators should be retained or eliminated. The response was unanimous that the Foundation should be governed only by a Board of Directors.

The current Board and Incorporators make this change with great appreciation and respect for the originators of the Foundation and for the role of the Incorporators in an important new organization nearly 50 years ago. We hope that the Foundation has evolved in ways that would make Douglas Horton proud, and we believe that this governance change will enable the Randolph Foundation to best fulfill its mission in 2008 and beyond.