

# HIGHPOINTERS FOUNDATION, INC. BYLAWS

## OCTOBER 8, 2020

### SECTION 1. NAME, PURPOSE, AND MEMBERSHIP

#### 1.1 Organization Name

The name of the organization is **Highpointers Foundation, Inc.**

#### 1.2 Purpose and Mission Statement

The purpose of the Highpointers Foundation is to provide a forum for education about the highpoints; aid in the preservation and conservation of the highpoints and their environs; maintain positive relationships with owners of highpoints on private property; assist in the care and maintenance of highpoints; and support public and private efforts to maintain the integrity of and safe access to state highpoints.

#### 1.3 Directors

Directorship is open to any individual interested in becoming a Full Director or an Associate Director of the Foundation, who demonstrates to the current Directors that he or she will substantially participate in the goals of the Foundation. There are no dues for the Foundation. Full Directorship is restricted to a maximum of fifteen (15) individuals at any given point in time. There will be no formal limit on the number of Associate Directors. A Full Director has full voting rights.

#### 1.4 Associate Directors

Individuals who are interested in the work of the Foundation but who do not wish to serve as Full Directors may serve as Associate Directors. It is anticipated that these individuals will serve largely in an advisory capacity. Individuals new to the Foundation may come in at this level at the invitation of the Board, and existing Directors may move down to this level, at their own choosing. Associate Directors will be part of all email discussions, may serve on committees and may attend Board meetings, but they do not have voting rights at Board meetings or via e-voting. They will not be counted for purposes of having a quorum to conduct business or for other purposes where a vote by the Full Board is required. There will be no formal limit on the number of Associate Directors. Associate Directors will be considered to be part of the Highpointers Foundation Board.

#### 1.5 Election of Directors

The Board of Directors may annually elect active individuals to fill vacancies on the Board of Directors in the manner specified in Section 2.1 of these Bylaws, as either Full or Associate Directors.

### SECTION 2. BOARD OF DIRECTORS

#### 2.1 Composition

Subject to the powers of active Directors as provided in these Bylaws, the Board of Directors shall manage the business of the Highpointers Foundation. The Board of Directors shall consist of a maximum of fifteen (15) people as Full Directors. The Full Board of Directors, if their number is less than fifteen (15), may consider petitions from interested individuals once each year, at any point during the year. Each Candidate, whether as a Full or Associate, must be approved by a majority of the then-existing Full Directors. In addition, the candidate should be able to attend at least two (2) of any consecutive three (3) Foundation Annual Meetings. Due to the varied geographical location of the Directors, each candidate for the Board of Directors must have access to electronic mail. The last two requirements are necessary for the effective and efficient conduct of Highpointers Foundation business.

## **2.2 Powers**

Only the Board of Directors or those specifically authorized by it shall act in the name of the Highpointers Foundation. The Board of Directors may make rules and regulations for carrying out the policies and procedures established by these Bylaws. Such actions must be consistent with the purposes, policies, and directives of the Highpointers Foundation.

## **2.3 Board of Directors Meeting**

### **A. Annual Foundation Directors Meeting**

The annual Foundation Directors Meeting shall be held in conjunction with the annual Highpointers Club convention weekend, at a time and place convenient for all Directors to meet, and such that any interested Highpointer may attend, space permitting. Notice of the Foundation Meeting shall be given to all interested highpointers by electronic mail, via the Club Newsletter, and the Highpointers Foundation website. The notice shall specify date, time, and place of meeting.

### **B. Quorum**

A quorum for the conduct of business shall be a simple majority of the Full Directors at the time of the meeting.

### **C. Conduct of Meetings**

The Chairperson shall be the Lead Director (President), who shall conduct Board of Directors meetings. In the absence of the President, Directors present shall elect a temporary chair from among themselves. Robert's Rules of Order will be followed wherever practical.

### **D. Record of Meetings**

The Secretary shall keep a record of all meetings at which business is conducted. The minutes shall be distributed to all the Directors within sixty (60) days after the meeting.

### **E. Meeting Agenda**

Any Director may add a topic to the agenda by submitting it in writing or by e-mail to the Lead Director, who shall distribute an agenda to the Directors at least ten (10) days prior to the meeting.

### **F. Special Directors Meetings**

Special Board of Directors meetings may be called by the Lead Director, or any three (3) Directors, with at least fourteen (14) day's notice, unless all Directors waive notice. Special meetings may be held by telephone, US mail, electronic mail, or in person. Binding action may be taken at a special meeting duly called and held. A meeting may also direct the Board of Directors to conduct a referendum (election) by e-ballot of the entire Board on a specified issue.

### **G. Open Meetings**

Board of Directors meetings shall be open to all Highpointers Club members and to any other concerned individuals. In unusual circumstances the Board of Directors may convene in executive session for discussion of sensitive issues, but shall take no vote except in open session.

### **H. Voting by the Directors**

Unless otherwise stated in these Bylaws, issues before the Board of Directors shall be decided by a simple majority of those Full Directors voting, including absentee and proxy votes.

Directors may deliver absentee ballots to the Chairperson, either in writing, by telephone, or by electronic mail, on specific issues or provide a proxy to the Chairperson or another Director. Absentee ballots and proxies shall be counted for both vote and quorum purposes. A quorum may act without a formal meeting only when quick action is necessary and there is insufficient time to call a special meeting provided that a determined and documented effort has been made to contact all Directors. Any action so taken shall be reported to all Directors as soon as possible following such action taken and, to remain in effect, must be reaffirmed by the Board of Directors at its next meeting.

#### **2.4 Terms of Office**

There will be no term limits imposed upon Highpointers Foundation Directors.

#### **2.5 Absences**

The unexcused absence of a Director from two consecutive regular Board of Directors meetings will constitute a resignation if two-thirds of the remaining Full Directors so vote.

#### **2.6 Removal of a Director**

In the event that it is deemed necessary to remove a Director from office, a two-thirds vote of the Full Directors voting is required.

### **SECTION 3. OFFICERS AND APPOINTEES**

#### **3.1 Election of Officers and Committee Appointees**

The Board of Directors shall select from among themselves the following Officers: Lead Director (President), Secretary, and Finance Director (Treasurer). The Officers shall be elected annually immediately after the Board of Directors election results are finalized. The current Chairperson of the Board shall conduct the election. Except for the initial election, in order to qualify as an Officer nominee, the Director in question must have served at least one (1) year on the Board as a Full Director. Nominations may be made by any Director with the prior consent of the nominee. The nominee receiving the highest number of votes for each of the positions shall be elected. Announcement of Officers shall be printed in the second (2nd) quarter Highpointers Club Newsletter, and published on the Highpointers Foundation Website.

#### **3.2 Duties of Officers**

##### **A. President**

The President, or the President's delegate, shall preside as Chairperson at annual Director Meetings; enforce the Bylaws; call meetings as empowered or directed; appoint, with the consent of the Board of Directors, special committees as required; exercise general supervision over affairs and have such other powers as ordinarily accompany the office. With the consent of the Treasurer, the President shall receive all mail directed to the Club, including donations. In addition, the President is the primary spokesperson for the Highpointers Foundation. In this capacity, the President's duties include, but are not limited to, representing the Foundation to the news media, writing congratulatory notices and letters to other organizations, and writing letters as appropriate to individuals.

##### **B. Secretary**

The Secretary shall maintain a record of Board of Directors meetings at which business is conducted; store safely or delegate custody of records, including those relating to Highpointers Foundation history; maintain written policies and administrative procedures to effect continuity from year to year; be responsible for correspondence as requested by the Directors; maintain a roster of Directors, Officers, and Committees; and give notice of meetings as required.

##### **C. Treasurer**

The Treasurer shall have custody of funds; keep proper accounting records; make disbursements as directed by the Board of Directors; submit a report of receipts, disbursements and financial condition to the Board quarterly and at other times as directed by the Board of Directors; and maintain the Highpointers Foundation

financial record book. The financial reports shall be made available to any active Highpointers Club Member upon request, and to any interested individual who is not a Member of the Highpointers Club who demonstrates adequate reason, as determined by the Board.

### **3.3 Committee Appointees**

The Lead Director shall, with the consent of the Board of Directors, appoint the following Directors as soon as practical after election of the Officers:

Audit	Gift Acknowledgments	Publicity
Compliance	Highpointers Club Liaison	Social Media
Finance and Tax Reporting	Legacy Giving	Website
Fund Raising	Projects	

Directors may be appointed as Committee Chairpersons or Members. Associate Directors are eligible to be Committee members.

### **3.4 Duties of the Appointed Directors**

#### **A. Audit**

The Audit Committee shall consist of the following directors: Compliance, Financial, Lead, and one other member At Large. This Committee shall receive any written statement disclosing material evidence of a potential conflict of interest. The Audit Committee shall then decide if a conflict of interest exists. If a conflict of interest is determined to exist the Committee shall refer this matter to the Board of Directors for further action. The Audit Committee shall review all other Policy Documents and recommend changes to them as needed. The Audit Committee shall forward all Policy Documents to the Website Director to be posted on the Foundation website.

#### **B. Compliance**

The Projects Compliance Director is responsible for reviewing a record of each project that is undertaken, and oversees that all activity is consistent with the mission statement of the Foundation, and is consistent with all applicable U.S. and state laws. The Projects Compliance Director will report to the Directors annually or when needed with respect to each highpoint where the Foundation has been active, and will assist the Finance Director and Tax Director in preparing tax forms. The Compliance Director will be consulted for all matters where a legal review is required.

#### **C. Gift Acknowledgments**

The Gift Acknowledgment Director is responsible for receiving a notice of each gift or donation, and mailing a written acknowledgment of it to the donor. The written acknowledgment should contain the donor's name(s), the amount, the date of the gift, and state that the Highpointers Foundation is a 501(C)(3) organization and the gift is tax deductible to the extent allowed by the Tax Code. The Gift Acknowledgment Director shall report quarterly to the Finance Director with information regarding all donations received in person, via mail, or electronically.

#### **D. Financial and Tax Reporting**

The Financial and Tax Reporting Committee is responsible for the critical function of complying with all Federal and State tax reporting issues, specifically the annual tax return via form 990, as well as all accounting, financial reporting, and payments. The Financial and Tax Director shall coordinate with the Lead Director to ensure he has access to all relevant information. The Financial and Tax Director shall cause to be filed in a timely manner all reports required by law.

#### **E. Fund Raising**

The Fund Raising Committee Director is responsible for soliciting donations on behalf of the Foundation, in a manner consistent with the charter of the Foundation. This shall include assisting the Webmaster with the creation of, and continued maintenance of, all relevant pages on the Foundation Website; creation of all written communication to be published quarterly in the Highpointers Club Newsletter, and direct communication with individuals and other entities who have expressed an interest in helping to further the Mission of the Foundation. The Fund Raising Committee Director will be the primary person to initiate Grant Proposals. The Fund Raising Committee Director will ensure that donations are spent in the manner required by each donor.

## **F. Highpointers Club Liaison**

The Highpointers Club Liaison Director is responsible for communicating with the Highpointers Club Board of Directors. This Director shall solicit ideas for projects from the Highpointers Club Board of Directors, and discuss major activity planned by the Foundation Board of Directors. This Committee shall consist of three (3) members of the Foundation Board.

## **G. Legacy Giving**

The Legacy Giving Committee is responsible for reaching out to prospective Highpointers who may choose to advise the Foundation of their intent to leave a portion of their estate to the Foundation. The Director shall maintain a list of these persons, and may choose to suitably acknowledge them publicly with their permission. This Committee shall include the Compliance Director and others as deemed necessary.

## **H. Projects**

The Projects Coordination Director shall maintain a list of projects to be considered for action at each of the 50 state highpoints. The Projects Coordination Director shall coordinate work to be done at highpoints with the Highpointers Club Liaison Director, and shall keep a record of each project that is undertaken. The Projects Coordination Director shall advise the Finance Director and Tax Director of any Inventory of tangible items owned by the Foundation at the end of each fiscal year. If required, the Projects Coordination Director may appoint active Foundation members to the Projects Coordination Committee, with the consent of the Board of Directors.

## **I. Publicity**

The Publicity Director shall be responsible for communications between the Foundation and interested parties. The Publicity Director will assist the Lead Director with Letters and other official forms of communication. The Publicity Director will assist the Webmaster with electronic communication. The Publicity Committee may consist of more than one Member, especially if their expertise covers various areas.

## **J. Social Media**

The Social Media Committee is responsible for disseminating information about the Highpointers Foundation and its related activities, to include those of the Highpointers Club as well, via various Social Media means available at any point in time. The Committee members will make use of Facebook, Instagram, Twitter, and any other Social Media method they deem fit to best reach out to Club Members and the general public who might be interested in Highpointing. It will be the responsibility of all Directors to provide the Committee with newsworthy information in a timely manner.

## **K. Website**

The Website Committee is responsible for the maintenance of The Highpointers Foundation Website. This includes adding new pages for new projects, updating links to other like-minded sites, and ensuring that the site functions as intended, including direct donation capability. It is anticipated that this Committee will consist of one member, although an additional member may be nominated to assist the Webmaster. Since special expertise is required to maintain a website, the Webmaster is not required to be a Director. The Webmaster shall be compensated for his time in a manner to be approved by the Directors.

# **SECTION 4. FINANCES**

## **4.1 Receipt of Funds**

The Board of Directors may not assess or collect dues from the Highpointers Club Membership or the Directors of the Foundation. Voluntary contributions from such members may be accepted and expended for supplies, equipment, refreshments at meetings, or other expenses provided such expenditures are consistent with the policies of the Highpointers Foundation. The Highpointers Foundation will operate from funds generated by Fund Raising efforts, with the goal of providing grants for the direct purpose of fulfilling its mission of the education,

preservation, and conservation of state highpoints to more than 90% of Gross Receipts in any given calendar year, with the exception of direct Fund Raising costs.

#### **4.2 Expenditures of Funds**

The Highpointers Foundation may direct Funds to be spent in any manner so long as it is consistent with the Mission Statement.

#### **4.3 Fund Raising**

Consistent with the policies or instructions of the Board of Directors, the Highpointers Foundation may conduct fund-raising and other income-generating activities. Money may not be raised by direct mail appeals, phone calls, or random email solicitations from Highpointers Club members. The Foundation may accept donations from indirect requests via articles placed in the Highpointers Club Newsletter, messages on the Foundation Website, personal contact between Foundation Members and other interested individuals, an appeal for a Grant or other significant Funds from another Organization, or other methods consistent with the Mission of the Foundation.

#### **4.4 Funding for Outings**

Outings shall be conducted on an independent financial basis, except insofar as they are net fund-raising activities authorized by the Board of Directors and are consistent with the policies or instructions of the Highpointers Foundation and Board of Directors. Funds shall not be used for outings, except insofar as they are derived from outings; however, the Board of Directors may authorize the Treasurer to make monetary advances for the purpose of outings. Funds may be used to assist a Director to attend a meeting which has Financial Ramifications for the Foundation, including major Fund Raising efforts and major Project activity. It is anticipated that this will be a rare event.

#### **4.5 Bank Accounts**

The Board of Directors may authorize the opening of checking, savings, and investment accounts, in institutions insured by the FDIC, FSLIC, or SPIC and in the name "Highpointers Foundation, Inc." and regulate withdrawals. If necessary to facilitate efficient operation of other Foundation Committee Chairpersons, the Finance Director may authorize opening of additional bank accounts. The Finance Director shall maintain an account with PayPal in the name of the Foundation. The Finance Director shall maintain records and statements of all checking and savings accounts. The Finance Director, the Lead Director, or their designees may sign checks, make withdrawal requests, and make investments. Upon a change of officers, new signature cards shall be signed and presented promptly to the appropriate financial institutions before checks can be signed or withdrawals made by the new officers. No signatory shall sign a check made payable to himself or herself.

#### **4.6 Deposit of Funds**

Unless otherwise specified by the Board of Directors, all monies received shall be deposited in Highpointers Foundation accounts as directed by the Finance Director. If a Donor of Funds requests that their donation be directed to a specific location or activity, the Finance Director shall maintain a separate accounting for such monies.

#### **4.7 Delegation of Authority**

Subject to these Bylaws, the Board of Directors may delegate authority to committees and may authorize expenditures by committees, but the Board of Directors shall retain responsibility and control. Any committee so authorized must provide a proper accounting to the Finance Director and Board of Directors.

#### **4.8 Prohibitions**

Neither the Highpointers Foundation nor any Committee thereof may borrow money, except upon unanimous approval of the Highpointers Foundation Board of Directors.

#### **4.9 Fiscal Year**

The fiscal year shall be from January 1 through December 31 of a given year.

## SECTION 5. PROCEDURAL MATTERS

### 5.1 Interpretation of Bylaws

The Board of Directors shall decide all questions as to the construction or interpretation of these Bylaws. Appeals from such decisions may be made to the Board of Directors to be resolved at the annual business meeting. All procedures not prescribed by these Bylaws shall be in accordance with Robert's Rules of Order, revised.

### 5.2 Amendments

Any active Foundation Director may submit a proposed Bylaw amendment to the Chairperson for consideration by the Board of Directors. A two-thirds majority vote of the Foundation Board of Full Directors is required to approve an amendment.

