

By-Laws of the Mining and Minerals Education Foundation



Revised October 10, 2022



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BY-LAWS OF THE MINING AND MINERALS EDUCATION FOUNDATION, INC.

ARTICLE I NAME AND PURPOSE

Section 1 Name The name of this non-profit corporation is MINING AND MINERALS EDUCATION FOUNDATION, INC. hereafter referred to as the “Foundation.”

Section 2 Purpose The purpose of the Foundation is to enlighten the public and promote the values of the mining industry, to honor its past, to ensure its future, and to aid fundraising efforts in support of such purposes.

ARTICLE II MEMBERSHIP AND DUES

Section 1 Membership The membership of this Foundation shall be divided into classes of: (a) Associate Membership, (b) Voting Membership, (c) Sustaining Membership, (d) Affiliate Membership, and (e) Honorary Membership. Any person, interested in fostering the goals of the Foundation, as expressed in the statement of purpose, shall be entitled to membership for the current or specified membership year upon payment of dues associated with the specific membership class. The amount of dues and member benefits for each membership class may be amended or modified from time to time by the Board of Governors (hereinafter, the “Board”).

(a) *Associate Membership.* Associate Members are not entitled to vote on matters brought for a vote of the members or eligible for election to the Board or member discount, but enjoy all other privileges of membership.

(b) *Voting Membership.* Voting Members are entitled to vote on all matters brought for a vote of the members and are eligible for election to the Board and to serve as Officers of the Foundation.

(c) *Silver or Gold Membership.* Silver and Gold Members are entitled to vote on all matters brought for a vote of the members and are eligible for election to the Board of Governors and to serve as Officers of the Foundation. They are recognized as “Silver Member” or “Gold Member” in the directory and the Hall of Fame program.

(d) *Sustaining Membership.* Any contributor of such amount or amounts as may be designated for Sustaining Membership (or categories thereof) shall be entitled to hold or designate a person to hold a Sustaining Membership in this Foundation. The Sustaining Member may designate up to five individuals as part of the general voting membership for such period as the membership is maintained. Any Sustaining Member contributing such further and additional amount as may be designated from time to time by the Board shall be entitled to appoint a Sustaining Advisor to the Board of Governors. They are recognized as “Sustaining Member” in the directory and Hall of Fame program.

(e) *Affiliated Membership.* In recognition of the Foundation's commitment to its non-profit purposes, the Foundation membership shall include an affiliate membership to be held by non-profit organizations having an interest in the expressed goals and purposes of the Foundation. The Affiliated Member shall not have any financial obligation to maintain such membership, shall be a

voting member and shall designate an individual to represent him/her at all meetings of the Foundation. Affiliated Members shall include the Southern Arizona Chapter of the Arizona Historical Society, the Society for Mining, Metallurgy & Exploration (Tucson Section), the Arizona Mining Association, the Mining History Association, the University of Arizona, Lowell Institute for Mineral Resources, and such other organization as may hereafter be approved by the Board.

(f) *Honorary Membership.* In recognition of outstanding and long-time service to the Foundation, the Board may from time to time designate any past or current Member to be awarded lifetime Honorary Membership. An Honorary Member is excused from further annual membership dues but retains all privileges of a voting member.

Section 2 Voting Each designated member entitled to vote shall have one vote upon any question at the meetings of the membership. Votes may be cast in person, by written ballot, by electronic ballot or other electronic communication, or by written proxy duly executed and delivered to the President or to the Executive Director.

ARTICLE III GOVERNMENT

Section 1 The Board of Governors The property and lawful business of the Foundation (including, but not by way of limitation, the selection of projects to be undertaken by the Foundation) shall be held and managed, respectively, by a Board of Governors, as hereinafter provided. In addition to the powers and authority of these By-Laws and the Articles of Incorporation expressly conferred upon them, the Board may exercise all such powers of the Foundation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation, or by these By-Laws, directed or required to be exercised or done by the Membership.

Section 2 Makeup of Board of Governors The property and affairs of the Foundation shall be managed by no more than twenty five (25) elected Governors composed of the immediate past president and no more than twenty four (24) Voting Members to be elected from the voting membership.

Section 3 Power and Authority of the Board of Governors Except as otherwise provided in the Articles of Incorporation or these By-Laws, the Board, by a majority vote of those in attendance at a duly convened meeting, shall have the power to:

- (a) Adopt, amend, and rescind By-Laws for governing the Foundation;
- (b) Fill vacancies occurring for any reason in the Board, Officers, or agents of the Foundation, and to designate such powers and duties to the replacements as are deemed appropriate.
- (c) Replace any participating Governor, custodian, or agent; and
- (d) Modify any restrictions or condition on the distribution of funds for any specified purposes or to specified organizations, if in the sole judgment of the Board (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes unnecessary, incapable of fulfillment, or inconsistent with the purposes for which such funds were granted or the purposes of this Foundation.

Section 4 Officers The Officers of the Foundation shall be a President, one or more Vice Presidents, if named, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Governors and shall constitute the Executive Committee. In addition to the aforementioned Officers, the Board of Governors may, from time to time, elect such additional Officers as are believed advisable.

Section 5 Executive Committee The Officers of the Foundation, together with as many as three additional members of the Board, as designated by resolution passed by a majority of the duly elected Board of Governors, shall constitute the Executive Committee. Said Committee shall possess and exercise the authority of the Board in the management of the business of the Foundation between meetings of the Board. Any action of the Executive Committee must be approved by at least a majority of the duly elected members of the Executive Committee at a duly convened meeting or by written consent.

Section 6 Funds of the Foundation The Board of Governors shall have full power to invest and reinvest all funds received by the Foundation and to make contributions, distribution, and disbursement of same for the purposes set forth in Article I, Section 2. Any grantee, as a condition of accepting the funds, affirms that the proceeds will be used to implement the charitable purposes of the project for which the grant is made. No general or administrative overhead expenses or indirect costs may be charged to the funds granted.

Section 7 Limitation on Expenditures Notwithstanding the foregoing provisions of Section 6 with respect to a quorum of the Board, an appropriation of funds not in excess of one thousand (\$1,000) dollars may be made by the President. An appropriation of funds not in excess of two thousand five hundred (\$2,500) dollars may be made by the Executive Committee. No appropriation in excess of two thousand five hundred (\$2,500) dollars, or solicitation of funds, shall be made without the affirmative vote of eight (8) members of the Board of Governors at a duly convened meeting or by written consent.

Section 8 Executive Director The Board may employ an Executive Director, who shall not be eligible to serve as a Governor. The Executive Director shall be the direct representative of the Board and shall have general authority and responsibility for the administration of the Foundation's affairs and business, subject to supervision and direction of the Board through its Officers and designated committees. The Executive Director may be designated as a non-voting ex-officio member of any or all committees, including the Executive Committee, if designated by the Board. The Executive Committee shall solicit and interview qualified applicants in the event of a vacancy in the position of the Executive Director. The Executive Committee will present the name and qualifications of the proposed replacement for final approval by the Board.

Section 9 Contributions This Foundation may support and contribute funds for any organization, activity, or purpose in accordance with the purpose of the organization described in Article I, Section 2.

Section 10 Removal A member of the Board of Governors may be removed from office by a majority vote of all the duly elected members of the Board of Governors provided that ten (10) days notice of such proposed action is given to all Board Members by written, verbal, or electronic communication prior to the Regular or Special meeting at which the removal of a Governor is proposed.

ARTICLE IV OFFICERS

Section 1 President The President shall be the Chief Executive Officer of the Foundation. The President shall preside at all meetings of the membership and of the Board; shall conduct the general and active management of the affairs of the Foundation as specified in the Articles of Incorporation and in these By-Laws; shall see that all orders and resolutions of the Board of Governors are carried into effect; and shall sign and execute all authorized leases, bonds, contracts, or other written agreements in the name of the Foundation. The President shall have the power to do and perform such other duties as from time to time may be assigned by the Board.

Section 2 Vice President In the case of the absence or disability of the President, the duties of that office shall be performed by the Vice President or another designated Officer subject to a vote by the Board. The Vice President, if named, is the Chair of the Mining Hall of Fame Committee. If there is more than one Vice President, the order of sequence shall be designated by the Board at the time of election and they shall have such duties and responsibilities as may be conferred upon them by the Board or delegated to them by the President.

Section 3 Treasurer The Treasurer shall receive and keep an accurate account of all money and shall disburse same on the order of the Board of Governors. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Foundation and shall disburse monies of the Foundation as directed by resolution of the Board of Governors; shall sign checks and promissory notes of the Foundation; keep proper books of account; and shall cause to have the annual financial statements prepared. The Treasurer may seek assistance of the Executive Director or other members of the Board of Governors to assist in the administration of these duties.

Section 4 Secretary The Secretary shall keep a record of the minutes of all meetings and proceedings of the Foundation, the Board of Governors, and a record of the reports of committees appointed by the Board or the Officers of the Foundation. The Secretary shall record the votes of all meetings of the Board or the members where actions are brought for a vote of the Board or members; shall record the votes of the Board where actions are taken by electronic communications; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Foundation together with their addresses and other relevant information, and shall perform such other duties as prescribed by the Board or President under whose supervision he/she shall work. The Secretary is the Editor of the Foundation Newsletter, which shall be published and distributed to all members in good standing. The Secretary may seek assistance of the Executive Director or other members of the Board to assist in the administration of these duties. The Secretary shall have the responsibility for maintaining permanent records for the Foundation.

Section 5 Other Officers In case of absence or inability to act of any Officer of the Foundation and of any person herein authorized to act in such Officer's place, the Board may from time to time delegate the powers or duties of such Officer to any other Officer.

Section 6 Succession The Officers of the Foundation shall hold office until their successors are chosen and elected by the Board. Any Officer elected or appointed by the Board may be removed at any time, with or without cause, by the affirmative vote of a majority of the duly elected Board.

ARTICLE V MEETINGS

Section 1 Meetings of the Membership

(a) All meetings of the membership shall be held at the principal office of the Foundation in Tucson, Arizona, or at such other place as shall be determined, from time to time, on a date and time to be confirmed by the Board.

(b) The annual meeting of the membership for the election of Board to succeed those whose terms are expiring, and for the transaction of such other business as may properly come before the meeting, shall be held in February of each year on a date and time to be set by the Board.

(c) Special meetings, proposed by any three Governors or by 5 voting members, may be called upon by a written or electronic notice stating the date, time, place and purpose of the meeting not less than five (5) days before the date of said meeting from the Secretary or his/her designee to all members' last known contact addresses appearing on the books of the Foundation.

(d) Notice of the date, time and place of the Annual Meeting of the Membership shall be given by the Secretary upon approval of the President, by written, electronic, or other notice of the same not less than five (5) nor more than sixty (60) days before the date of the meeting, to each member of the Foundation at the member's last known contact address appearing on the books of the Foundation.

(e) A quorum at any Annual or Special Meeting of the Membership shall consist of not less than 20% of the Voting Members in attendance, except as otherwise specially provided by law. Unless otherwise specifically provided in the Articles or the By-Laws, action may be taken by a majority of the members present at the duly convened meeting.

(f) At all meetings of the membership, the voting may be a voice vote, ballot, or proxy.

Section 2 Meetings of the Board of Governors

(a) Regular meetings of the Board may be held without notice at the principal office of the Foundation or at such other place or places as the may from time to time designate. The regular annual meetings of the newly elected Board shall be held, without notice, immediately after and at the place of the annual membership meeting at which Governors were elected.

(b) Special meetings of the Board may be called at any time by the President, a Vice President, or by any two elected Governors, to be held at the principal office of the Foundation or at such other place or places as the Governors may from time to time designate.

(c) Notice of a special meeting of the Board may be given by the Secretary or his/her designee to each Governor with two (2) days notice by written, verbal, or electronic communication.

(d) Standing or temporary committees shall be appointed by the Board from time to time from its membership and may include non-members of the Board but are Members of the Foundation. The President and Executive Director shall be ex-officio members of all committees. The Board may, from time to time, invest such committees with such powers as it may see fit, subject to such conditions as it may prescribe.

(e) Nine (9) elected Governors shall constitute a quorum. An affirmative vote of the majority of those in attendance at a duly convened meeting shall be required for the approval of any matters presented for consideration.

(f) The Board shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the written or electronic approval of the majority of members of the Board. Any action so approved shall have the same effect as though taken at a meeting of the Board.

Section 3 Nominations and Elections

(a) At the annual membership meeting of the Foundation, one-third of the Governors, (exclusive of the immediate past president who shall serve for one year) shall be elected to serve for three years and until their successors are elected and qualified.

(b) The Governors shall appoint a Nominating Committee during the last quarter of the calendar year as specified in Article VI Section 3. The Nominating Committee shall identify a proposed slate of candidates to fill the positions on the Board that will become vacant in the following year. The Chair of the Nominating Committee shall present the proposed slate for approval by the Board. Upon approval by the Board, the names of such candidates shall be circulated a minimum of three weeks preceding the annual election of Governors.

(c) The election of Governors shall be by ballot. Ballots provided to the membership by written or electronic methods must be received by the Secretary of the Foundation no later than the time of the closing of the polls in order to be counted.

(d) The candidates receiving the greatest number of votes shall be deemed elected to replace the Governors whose terms have expired.

(e) A vacancy existing among the Governors for any cause other than the expiration of a term may be filled by the Governors themselves for the remainder of the term of the Governor whose resignation or retirement has caused such vacancy.

ARTICLE VI Committees

Section 1 Authority and Eligibility The Board may, by resolution, designate one or more committees of voting members in good standing of the Foundation, for such purposes as the Board may deem necessary to further the objectives and purposes of the Foundation.

Section 2 Hall of Fame Committee The Hall of Fame Committee shall consist of not less than six (6) voting members in good standing to perform the duties as set forth in Article VII. The Chair shall be appointed each year by the incoming President of the Foundation preferably from the continuing committee members. The Chair of Hall of Fame Committee, if named, holds the position as Vice President of the Board. Committee membership will serve at the pleasure of the incoming President.

Section 3 Nominating Committee The Nominating Committee shall consist of not more than three (3) voting members in good standing inclusive of the Committee Chair. The immediate Past President serves as Chair of the Nominating Committee. The Nominating Committee shall identify the number of vacancies on the Board of Governors and select the names of the proposed incoming Governors to be voted upon by the members qualified to vote at the ensuing annual election of Governors. The Nominating Committee shall serve until the proposed slate of incoming Governors is approved by the Board of Governors for presentation for a vote of the membership.

Section 4 Audit and Finance Committee The Audit and Finance Committee shall consist of not more than three (3) voting members as selected by the Board and include the Treasurer as an *ex officio*, non-voting committee member. A summary of the Foundation accounts, income, and expenditures for the previous fiscal year shall be reviewed annually by an Audit and Finance Committee. The Committee shall determine if standard procedures were used to keep the accounts and financial records, if there are any discrepancies in the financial records, if there is need for any corrective action, and if the annual summary appears to be accurate and correct. The Chair of the Audit and Finance Committee, or his or her designee, shall report the results and conclusion of such review to the annual membership meeting. The Audit and Finance Committee shall prepare a forecast of changes of expected income and expenditure for the fiscal year to be delivered to the Board in first quarter of the fiscal year.

Section 5 Foresight Committee The Foresight Committee shall consist of not more than five (5) voting members as selected by the Board. The Chair of the Foresight Committee is a member of the Board and shall be selected each year by the President of the Foundation. The Foresight Committee serves as a strategic advisor to the Board to look at long-range events and activities including the Foundation's educational outreach, member recruitment fundraising activities, and other special activities that the Foundation, from time to time, may wish to pursue in accordance with the purposes of Article 1, Section 2.

ARTICLE VII THE AMERICAN MINING HALL OF FAME

Section 1 Establishment and Purpose The American Mining Hall of Fame, heretofore established by the Foundation's predecessors in interest, is hereby ratified, affirmed, and continued in force to honor significant contributors to the mining and metallurgical professions.

Section 2 Eligibility In order to be considered for nomination to the American Mining Hall of Fame, nominees shall meet the following requirements:

(a) Nominees shall have made a significant contribution to some facet of the mineral or allied industries and may be chosen from industries, i.e. mining companies, equipment manufacturers, research institutions, government, engineering/construction, or education. Significant financiers may be considered although the "nuts and bolts people" (that is, the geologists, mining engineers, mineral processing engineers, and industrialists) should receive highest consideration.

(b) New inductees each year shall be limited to one "Annual Honoree" who shall be a living (active or retired) member of the mineral industries, not more than five "Inductees" constituting deceased members of "Mining's Past", and not more than three awards of a "Medal of Merit," who shall be living persons who have made significant contributions to the mining industry during their lifetimes.

(c) An "Industry Partnership Award" to recognize those individuals, organizations, and entities who have contributed to the success of the mining industry through their efforts in technology, public education or public service.

(d) In order to qualify for induction, the Annual Recipient shall agree to attend the induction ceremony and awards banquet as the featured guest and speaker.

(e) The Hall of Fame Committee may also recommend such other special awards or citations as may be appropriate for recognition consistent with the goals of the Hall of Fame.

Section 3 Selection Process

(a) The Hall of Fame Committee may during any year select an Advisory Board from whatever sources the Hall of Fame Committee may deem appropriate and may include, for example, the managing editors of mining publications or representatives of mining or historical groups. The Hall of Fame Committee shall give consideration to all nominations by the Advisory Board, any nominations by members of the Foundation or nominations generated by members of the Selection Committee.

(b) Recommendations and justification for any nominee(s) living or deceased, will be accepted from any member of the Foundation by the Hall of Fame Committee and must be received by the committee in writing no later than seven (7) months prior to the awards banquet.

(c) The Hall of Fame committee will present a prioritized list of current and past industry leaders and contributors to the Board for approval as the nominees for the current year no later than five (5) months prior to the awards banquet. A summary of the nominees' accomplishments will accompany the list presented to the Board of Governors.

(d) Upon presentation of the prioritized list to the Board, the Board may approve or revise the prioritized list.

(e) The Hall of Fame Committee will then prepare announcements and biographical materials on the honorees for event circulars, the Foundation website, and press releases.

Section 4 Presentation of Awards The presentation of awards will be made at the Annual American Mining Hall of Fame Awards Banquet. The date of the Banquet shall be announced at least four (4) months prior to the Banquet and, if feasible, shall be held on the Saturday night preceding the annual SME Arizona Conference meeting.

Section 5 Awards Each Annual Recipient shall receive an appropriately inscribed award. The Medals of Merit shall be cast metals with the logo of the Foundation on one side and the date, name of honoree and a designation of a general field of contribution on the other. The Industry Partnership Award and Special Citation, if awarded, shall be an appropriately inscribed plaque presented to the recipients.

Section 6 Proceeds of the Awards Banquet The proceeds of the banquet shall be used to cover the cost and expenses of the Foundation, provided that no member of the Hall of Fame Committee or any member of the Foundation shall receive any compensation other than reimbursement of expenses. Each year, the Board shall distribute from the funds of the Foundation such amounts as deemed appropriate by the Board consistent with the stated purposes of the Foundation.

ARTICLE VIII LIABILITY AND INDEMNIFICATION

Section 1 Scope of Indemnification The Foundation shall indemnify each member and former member of the Board, Trustee, Officer, employee and volunteer of the Foundation to the fullest extent permissible under the laws of the State of Arizona, and may in its discretion purchase insurance ensuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Article VII. The Foundation shall have the right, but shall not be obligated, to

indemnify any agent of the Foundation not otherwise covered by this Article VII to the fullest extent permissible under the laws of the State of Arizona.

Section 2 Savings Clause; Limitation If any provision of these By-Laws dealing with indemnification shall be invalidated by any court on any ground, then the Foundation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of these By-Laws that shall not have been invalidated. Notwithstanding any other provision of these By-Laws, the Foundation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Foundation as an organization described in Section 501(c)(3) of the Internal Revenue Code, as amended or hereafter amended, or that would result in the imposition of any liability under either Section 4941 or Section 4958 of the Internal Revenue Code, as amended or hereafter amended.

ARTICLE IX GENERAL

Section 1 No Benefits to Governors or Officers No Governor or Officer of this Foundation shall be entitled to or paid any salary at any time. No part of the net income of the organization shall, in any way, inure to the benefit of any member of the Foundation and if this Foundation is dissolved, the property of the Foundation, if any, shall be distributed for some of the purposes for which the Foundation is organized and no part of such property shall be, in any event, the property of any of the Officers or Members of the Foundation. The Board shall have the right to pay necessary operating expenses from the funds or income contributed to the Foundation.

Section 2 Lobbying Prohibited The Foundation shall not lobby with direct intent to engage in partisan political activity.

Section 3 Books and Records The Articles of Incorporation and the By-Laws of the Foundation shall be posted on the Foundation website and shall be made available to any member by request. The books, records, and papers of the Foundation shall at all times during reasonable business hours be subject to inspection by any voting member upon prior written request of a minimum of ten (10) business days beforehand to the Secretary. The written request shall state the name of the person(s) making the request and the reason for the request.

Section 4 Website and Webmaster The purpose of the Foundation website is to facilitate communication among the Board, Officers, members, and the public about the Foundation including membership, donations, events, publications, and other activities. The Webmaster shall operate the website to facilitate the purpose and business of the Foundation.

The Webmaster shall be appointed by the Executive Committee to operate a Foundation website. The duties of the Webmaster shall be directed by the Executive Committee or the committee's designee. The Webmaster shall accept material from the Executive Committee for timely electronic communications and delivery of the Foundation announcements and information. The Webmaster shall prepare website content and post documents and notices as required herein. The Webmaster will communicate to the Executive Committee on the website status, operation, functions, and costs.

Section 5 Fundraising Fundraising may be accomplished by accepting and holding monies or other properties, both real and personal, in trust or otherwise as may be acquired by will, gift, or otherwise by making such distribution and disbursement of same for the maintenance, capital

improvements, and extension of such organizations as may be deemed advisable or by making such other use thereof in the general interest of such stated purposes.

Section 6 Investment Guidelines The Board shall review the Foundation's policy for investment of the Foundation's Funds and make changes, as appropriate. To the extent funds have been provided to the Foundation for restricted purposes, a "restricted fund" shall be created and maintained in the aggregate with respect to unrestricted funds of the Foundation. A restricted fund shall mean a fund, the income of which has been designated by the donor of the gift or bequest as being available only for the use or benefit of a specific charitable purpose within the permitted scope of the Foundation's authority, named charitable organization or agency, or for the use or benefit of a particular class of charitable organizations or agencies the members of which are readily ascertainable and are less than five in number.

Section 7 Amendments These By-Laws may be altered or amended by action of the membership at any Regular or Special Meeting in accordance with the provisions of Article V Section 1(f) of these By-Laws, or by the Board, by a majority vote of the duly elected Board, at any Regular or Special Meeting, provided that notice of such alteration or amendment has been given to said membership or to said Governors, as the case may be not less than five (5) days prior to said meeting, and provided further that no alteration or amendment to these By-Laws shall be made by action of the Board which shall change the number of Governors or the powers of the Board without affirmative vote of three quarters of the duly elected members of the Board.

Amended and restated by the Board of Governors on October 10, 2022.

Robin Barnes
Secretary


