



**Constitution and Bylaws of  
The Richards & Coleman Family Foundation, Inc.**

**PREAMBLE**

Whereas the Richards & Coleman Family Foundation, Inc. is a non-profit charitable organization under the laws of the State of Maryland, established by voting consensus and approval of the Richards & Coleman Family Association's (RCFA) General Body at the Annual Meeting in Raleigh, North Carolina in July 2006.

Whereas its purpose is charitable, to provide scholarships through the James David Cassell Scholarship Fund, and other assistances that will help to provide a quality education for underprivileged individuals and families unable to meet tuition expenses for themselves or their children. The Foundation will provide other assistance to the needy.

Whereas the sole objective and purpose of this non-profit organization is charitable; to assist underprivileged individuals and families in acquiring quality education for themselves and their children. It shall provide other emergency assistance when possible.

Therefore, the officers of the Foundation have delegated to the present Board of Directors the necessary power to approve the functions of the Administrative Officers according to the Bylaws, which will be reviewed annually and amended as necessary. The Administrative Officers and the Board of Directors shall be elected by the members of the Richards and Coleman Family Association.

**ARTICLE I                      NAME**

The name of the organization is Richards & Coleman Family Foundation, Inc.

**ARTICLE II                      PURPOSE**

Section 1: As outlined in the preamble, the organization has charitable purpose to assist through fundraising. The proceeds gathered will be used for assisting in the tuition costs of deserving and gifted students whose families are unable to meet their tuition expenses, and for scholarships and special awards.

Section 2: The Foundation's Board of Directors is required to hold quarterly meetings.

Section 3: The Foundation will set up the functions needed for its fund raising activities.



### **ARTICLE III                    MEMBERSHIP**

**Section 1:** There shall be nine (9) members on the Board of Directors. The Board must have no less than five members of the RCFA and no more than four non-RCFA members at any time. The Board shall elect the following Officers:

**Chairman, Co-Chair, Secretary and Financial Secretary**

### **ARTICLE IV ORGANIZATION OF THE EXECUTIVE OFFICERS**

**Section 1:** Officers -

- |    |                |    |           |
|----|----------------|----|-----------|
| 1. | President      | 3. | Secretary |
| 2. | Vice President | 4. | Treasurer |

**Section 2:** Qualifications of Officers - The officers must be active voting members of the Richards & Coleman Family Foundation, Inc.

**Section 3:** Election of Officers - The officers shall be elected at the annual meeting of the Richards & Coleman Family Association, and shall hold office until the next election, or until a successor is elected. At least three months prior to election, the candidates for office should submit their names to the Board of Directors. The Secretary of the organization, with the help of other members, will submit the names and data to the members at large.

**Section 4:** Term of Office - The officers shall serve a term of two years or until a successor is elected unless he/she shall resign sooner. Officers of the Richards & Coleman Family Association are not allowed to hold office in the Richards & Coleman Family Foundation and vice versa. At no time shall an officer serve more than two consecutive terms (i.e. four years). The officers shall take office on the day following the annual election meeting.

**Section 5:** Remuneration - The Board of Directors serves as a voluntary board and no fee or stipend will be paid to the officers.

**Section 6:** Removal from Office - Procedures leading to removal of an officer can be initiated by one or more officers of the Board of Directors, in writing, for causes including failure to fulfill his/her responsibilities, malfeasance while in office, physical or mental infirmity to a degree that renders him/her incapable of fulfilling the duties of the office, or conduct detrimental to the interests of the organization.



The Board of Directors will meet and appoint a special committee consisting of four members at large, and the other three

members of the Board of Directors, to conduct a hearing (a total of seven). At the end of the hearing, a decision will be reached by majority vote

After the removal of the officer from office, the three remaining members will nominate a new officer to fill the vacancy from the members at large. The nominated officer will fill the position at interim until the next election of the Board of Directors.

**Section 7:** Once the new Board is elected, the officers, by mutual agreement, will assign the positions to the new members. In case of disagreement, the selection for each position will be made by majority vote amongst the officers.

**Section 8:** Duties of the Officers - The following duties are expected of the elected officers:

**PRESIDENT:**

- a) To call, preside at, and be responsible for the agenda of the meetings and the yearly general membership meeting.
- b) To be responsible for the enforcement of the bylaws, rules and regulations, for implementation of sanctions and all corrective action agreed upon by the Board and/or the members.
- c) The appointment of an Ad Hoc Committee when necessary.
- d) To coordinate the activities of the Family Foundation's Board of Directors with the Secretary as needed.

**VICE PRESIDENT:**

- a) To assume all duties of the President when the President is absent.
- b) To coordinate the Board's activities with the members at large.
- c) To assist the President in the enforcement of the Bylaws and all corrective actions agreed upon by the Board and/or the members.

**SECRETARY:**

- a) Will keep accurate and complete minutes of the Foundation's Officers meetings as well as the general meeting, and maintain comprehensive records (archive) if all the Foundation's activities (Business).



- b) To manage all correspondence for the Foundation.
- c) To assist the President and Vice President in preparing meetings, and in follow-up at Ad Hoc Committee presentations.

**TREASURER:**

- a) Will keep an accurate record of the financial activities of the Corporation.
- b) To present the financial reports to the general membership.
- c) To pay bills as agreed upon by the Board of Directors.
- d) To jointly sign checks and conduct money transfers as donations for scholarships, awards, etc (see Article II, Section I).
- e) To collect donations and contributions from donors and contributors, and deposit funds to the Corporation's Bank Account within 48 hours.
- f) Will produce Federal and State financial reports.

**ARTICLE V                    AD HOC COMMITTEES**

**Section 1:** Ad Hoc Committees will be nominated by the Board of Directors for specific tasks for a specified period, to assist the officers for a specific purpose. They will report their findings to the Board of Directors for that specific purpose. The Board of Directors will then present those findings at the general meeting to the members at large.

**ARTICLE VI                    SCHEDULE OF MEETINGS**

**Section 1:**

**Section 1.1: Board of Directors:** The Board of Directors will schedule its meetings according to its schedule, at least once a quarter. The meetings can also be done through teleconferences.

**Section 1.2: General Meetings:** Once a year, to be established by the Board.

**Section 1.3: Special Meetings:** Special meetings can be scheduled by the Board of Directors to address issues as deemed necessary.

**Section 1:** Except as otherwise provided by law, checks, drafts, promissory notes, orders for payment of money and other evidences of indebtedness of the Foundation shall be signed by the Treasurer and counter signed by the President.

**Section 2:** Any contract, lease or other instrument executed in the name of and on behalf of the Foundation shall be signed by the Secretary and countersigned by the President, and shall have attached to it

**ARTICLE VII**                    **EXECUTION OF CHECKS, NOTES AND CONTRACTS**

**Section 1:**    Except as otherwise provided by law, checks, drafts, promissory notes, orders for payment of money and other evidences of indebtedness of the Foundation shall be signed by the Treasurer and counter signed by the President.

**Section 2:**    Any contract, lease or other instrument executed in the name of and on behalf of the Foundation shall be signed by the Secretary and countersigned by the President, and shall have attached to it a copy of the resolution of the Board of Directors certified by the Secretary, authorizing its execution.

**ARTICLE VIII**                    **AMENDMENTS OR CHANGES IN THE BYLAWS**

**Section 1:**    If an amendment or a change of the Bylaws is needed, the Board of Directors will meet and propose the change to be voted on by majority vote of the membership.  
If an emergency change in the Bylaws is deemed necessary for the proper function of the corporation, a temporary amendment will be made until the next general meeting. The amendment will be presented for vote at the next general meeting.

**ARTICLE IX**                    **BYLAWS' AVAILABILITY**

**Section 1:**    These Bylaws will be available for distribution to all officers and members at large. They will be posted on the Richards & Coleman Family Foundation, Inc.'s website.