

**AMENDED AND RESTATED
BY-LAWS
OF
COMMUNITY FOUNDATION ALLIANCE, INC.**

ARTICLE I

General

Section 1.1. Name. The name of the Corporation is the Community Foundation Alliance, Inc. (the "Corporation").

Section 1.2. Address and Registered Agent. The post office address of the Corporation's registered office is 123 NW 4th Street, Suite 322, Evansville, Indiana 47708-1712. The registered agent in charge of the registered office is Marilyn J. Klenck, 123 NW 4th Street, Suite 322, Evansville, Indiana 47708-1712.

Section 1.3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June next succeeding.

ARTICLE II

Officers

Section 2.1. Officers. The officers of the Corporation shall be the Chair, Vice-Chair, Secretary, and Treasurer, and such other officers as the Board of Directors deems appropriate. Any officer may be removed by a majority vote of the Board of Directors at any time, with or without cause. The officers shall be elected from three different counties.

Section 2.2. Qualification. The President and CEO of the Corporation shall be the Secretary of the Corporation. All other officers of the Corporation must be either (i) a current member of the Board of Directors or (ii) a person who has within the twelve (12) months prior to his/her election as an officer of the Corporation served as a member of the Board of Directors by virtue of being a member of a County Services Committee (as defined in Article IV, Section 3).

Section 2.3. Nomination. The Governance Committee shall present a single slate of nominees to fill the elected offices.

Section 2.4. Election and Term. Officers, with the exception of the Secretary, shall be elected for a term of one year by the Board of Directors at its annual meeting. When an individual is elected as an officer of the Corporation, he/she shall represent the entire Corporation and his/her county shall be entitled to nominate an additional director candidate. The Chair and Vice Chair may be allowed to serve a maximum of two (2) consecutive terms. The Treasurer will be allowed to serve up to three (3) consecutive terms.

Section 2.5. Duties.

a. Chair. The Chair shall have general direction and supervision of the affairs of the Board subject to any order and resolutions of the Corporation. The Chair shall preside at all meetings of the members, the Board of Directors, and the Executive Committee. The Chair shall appoint committees and perform other duties that may be assigned by the Board of Directors. The Chair shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the Corporation. The Chair will vote only in the case of a tie vote on matters brought before the Board of Directors.

b. Vice-Chair. In the absence of the Chair, the Vice-Chair shall act in place of the Chair and shall be empowered to perform all acts which the Chair is authorized to perform in case of his or her absence or inability to serve. The Vice-Chair shall perform the duties usual to such position and such other duties as the Board of Directors or Chair may prescribe.

c. Secretary. The Secretary shall be the custodian of all corporate papers, books, and records other than books of account and financial records of the Corporation and of its corporate seal. The Secretary shall perform the duties usual to such position and such other duties as the Board of Directors or Chair may prescribe.

d. Treasurer. The Treasurer shall supervise the receipt and disbursement of all money belonging to the Corporation and shall have custody of all money, securities, books of account, and financial records of the Corporation. The Treasurer shall perform the duties usual to such position and such other duties as the Board of Directors or Chair may prescribe.

Section 2.6. Vacancies. A vacancy in any office shall be filled by the Board of Directors, and the person selected shall serve until the expiration of the original term.

ARTICLE III **Board of Directors**

Section 3.1. Directors. The affairs of the Corporation shall be managed by the Board of Directors, hereinafter referred to as the Board, subject to the provisions of the Articles of Incorporation and these By-laws. The Board shall consist of the officers, the County Services Committee representatives, and the immediate past president who shall serve *ex-officio*. The exact number of Directors shall be fixed by the Board annually at its first regular meeting of the new year.

Section 3.2. Qualification and Election. County Services Committee representatives shall be members of a County Services Committee (as defined in Article V. Section 3) at the time of their election. Each County Services Committee shall be entitled to two (2) positions as Directors. The County Services Committee will nominate two representatives to serve on the Board of Directors of the Corporation. The two people will be the candidates for election by the Corporation Board. If the President of the County Services Committee is not elected to the Corporation Board, he/she shall be an *ex officio* (non-voting) member of the Corporation Board.

Section 3.3. Meetings.

a. Annual Meeting. The Annual Meeting of the Board of Directors shall be held on the third Tuesday of June each year, except the Board may designate an alternate date giving a minimum of two weeks' notice, for the purpose of election officers and directors.

b. Regular Meetings. Notice of the place, day, and time of each regular meeting of the Board of Directors shall, at least seven (7) days before the date of the meeting, be delivered by the Secretary, or by the person or persons calling the meeting, to each member of the Board of Directors. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail, first-class postage prepaid, addressed to the director at his or her address as it appears on the records of the Corporation. Notice may be waived in writing and filed with the Secretary by any director if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place thereof. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of such meeting.

c. **Special Meetings.** Special meetings of the Board of Directors may be called, upon not less than three (3) days' notice, by the Chair of the Corporation or by a majority of the Board of Directors. A special meeting shall be held at such time and place within or without the State of Indiana as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

Section 3.4. Quorum. A majority of the members of the Board of Directors then holding office shall constitute a quorum for the transaction of any business except the filling of vacancies on the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.5 Director Meeting via Telephone Conference. Directors may appear at a meeting of the board by means of telephone conference or similar communication system whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall constitute presence in person at the meeting. Furthermore, it is permissible for all Directors to appear at a meeting of the Board of Directors via telephone conference or similar communications system.

Section 3.6 Action by Consent. Any action which is required to be or may be taken at a meeting of the Directors may be taken without a meeting if emailed consents, setting forth the action so taken, are approved by a super majority of 80% of the Directors. The emailed consent may be executed in several identical counterparts by the Directors with the effect as if the Directors had executed a single document. A printed consent will be mailed to those Directors who do not use email, and returned and signed consents will count toward the super majority.

Section 3.7. Term. The term of service for an elected Director shall be three (3) years, with a maximum service of two (2) consecutive terms. Each County Services Committee may nominate a representative to the Corporation Board who has completed his/her term as a County Representative. Upon completion of maximum service as a Director, no person may again serve as a Director until the expiration of five (5) years. In no event shall any Director serve for a period exceeding ten (10) consecutive years.

Section 3.8. Vacancies. A vacancy in the position of an elected Director shall be filled based on the nomination by the County Services Committee and election by the Corporation Board.

Section 3.9. Removal. Board members may be removed at any time by a two-thirds (2/3) majority vote of the County Services Committee at a specially called meeting for that purpose. Board members will be automatically removed if they attend less than 60% of meetings in a continuous 12-month period. The board position will remain vacant until another candidate is nominated by the County Services Committee and elected by the Corporation Board. Members removed for non-attendance may be re-nominated by the County Services Committee if there is a material change in their circumstances which will allow them to attend meetings regularly.

ARTICLE IV **Committees**

Section 4.1. Executive Committee. The Executive Committee of the Corporation shall be Corporation officers who are not employees of the Corporation. The Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation during intervals between meetings of the Board of Directors.

All decisions of the Executive Committee shall be reviewed by the Board of Directors at its next regular meeting.

Section 4.2. Other Committees. The Board of Directors may establish various other committees to accomplish the goals and perform the programs of the Corporation. Members of such committees are appointed by the Chair and may, but need not, be voting members of the Corporation or the Board of Directors. A committee member may be removed by the Chair, with or without cause.

Section 4.3. County Services Committee.

a. Creation. The Board of Directors may establish one or more County Services Committees, each of which may assist in accomplishing charitable, educational, and other purposes within a specific county or counties to the extent consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), the Corporation's Articles of Incorporation, and these By-laws.

b. Name. Each such County Services Committee shall be referred to as the "<Name of County> County Community Foundation, a fund of the Community Foundation Alliance" and shall be composed of at least fifteen (15) residents or business representatives of each applicable county.

c. Representation on Corporation Board. Two (2) members of such Committee, which may include the president of the Committee, shall serve on the Corporation's Board of Directors as nominated by the County Services Committee and elected by the Board of Directors of the Corporation.

d. Method of Adding Counties. When the Corporation enters into a county fund agreement with a group representing that county with the approval of the Board of Directors of the Corporation, the County group shall constitute the initial County Services Committee. New members of a County Services Committee will be appointed by the County Services Committee itself.

e. Amendment of Article V, Section 3. In addition, this section of the By-laws may be amended only with the approval of each County Services Committee in existence at the time of such amendment.

f. Community Needs. Each County Services Committee shall be responsible to identify charitable, educational, and other exempt projects, activities, and needs of each applicable county or counties and to submit to the Corporation requests and supporting documentation for funding those projects, activities, and needs.

g. Funds. To fund such needs, the Corporation may establish a separate account for each county requesting assistance from the Corporation and for which a County Services Committee has been formed. The funds in such an account may be commingled, invested, reinvested, transferred, and otherwise administered with other funds of the Corporation, but separate records regarding the account may be maintained. Once such an account is established for a county, the Corporation may accept gifts to the Corporation that are accompanied by a request that such gifts be used for charitable, educational, and other exempt purposes in the county. It shall be the general intent and practice of the Corporation to assign such gifts to the account established for the respective county and to use such gifts for charitable, educational, and other exempt projects, activities, and needs in the county.

h. Grants. After funds have been assigned to an account established for a specific county, the Board of Directors of the Corporation may consider requests submitted by the respective County Services Committee for funding charitable, educational, and other exempt projects, activities, and needs within that county. The Corporation may fund such projects, activities and needs if such funding would be consistent with the Corporation's purposes, its exempt status under Code section 501(c)(3), and the tax laws governing community foundations. All funding decisions shall be the sole prerogative of the Corporation's Board of Directors.

i. Separation. If a community foundation that is exempt under Code section 501(c)(3) and that is a public charity under Code section 509(a)(1), 509(a)(2), or 509(a)(3) is established in a county for which a County Services Committee has been formed, the Corporation shall in good faith consider any request from the new community foundation or the respective County Services Committee to transfer the balance of funds left in the account established by the Corporation for the county, if any, to the new community foundation. If a transfer is made, the County Services Committee may be dissolved with respect to that county.

ARTICLE V **Conflicts of Interest**

Section 5.1. Conflict of Interest Transactions. A conflict of interest transaction is a transaction with the Corporation in which a (i) Director, (ii) Committee member, (iii) officer, or (iv) the spouse of child of a Director, Committee member, or officer (collectively "Conflicted Person") has a direct or indirect interest. For purposes of this Article, a direct interest includes, but is not limited to, any transaction in which the Conflicted Person (a) has a financial interest, (b) holds a board or committee position, (c) holds an office, or (d) is an employee of another entity involved in the transaction. For purposes of this Article, a Conflicted Person has an indirect interest in a transaction if (a) another entity in which the Conflicted Person has a material interest or in which the Conflicted Person is a general partner is a party to the transaction or (b) another entity of which the Conflicted Person is a director, officer, or trustee is a party to the transaction. An indirect interest does not include any transaction involving individuals who have no relationship to an entity other than paying dues to that entity. For purposes of this Article, a conflict of interest transaction does not arise solely by virtue of a director of the Corporation also being a member of the Alliance Initiatives board of directors.

Section 5.2. Disclosure. When a conflict of interest transaction arises, the Director, Committee member, or officer so affected shall disclose the nature of the conflict and the material facts to the Board or Committee. Upon any disclosure to the Board or Committee of any evidence of conflict of interest, the chair shall rule whether or not the conflict exists.

Section 5.3. Discussion. After disclosure to the Board or Committee, the Conflicted Person shall be allowed to participate in discussion on the question at the discretion of the chair.

Section 5.4. Approval of Conflict of Interest Transactions. A conflict of interest transaction is not voidable or the basis for imposing liability on the Conflicted Person, if the transaction was fair at the time it was entered into or is approved in advance by the vote of the Board of Directors or a committee of the Board if (a) the material facts of the transaction and the Conflicted Person's interest are disclosed or known to the Board or Committee and (b) the Directors or Committee members approving the transaction in good faith reasonably

believe that the transaction is fair to the Corporation. For purposes of this section, a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the Directors or Committee members, as applicable, who have no direct or indirect interest in the transaction, but a transaction may not be approved under this section by a single Director or Committee member. If a majority of the Directors or Committee members who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purposes of taking action under this Article. A Director or Committee member who has a conflict of interest or has been determined to have a conflict of interest involving any matter before the Board or Committee shall be disqualified from voting on that matter.

Section 5.5. Recording the Conflict of Interest. Whenever a Director, Committee member, or officer discloses a conflict of interest, is invited to participate in the discussion after disclosure of a conflict of interest, or is disqualified from voting because of a conflict of interest, the Secretary of the Board or Committee shall note this fact in the minutes of the Board or Committee.

Section 5.6. Notice of Conflict of Interest Policy. Prior to any action on substantive business at any meeting of the Alliance Board of Directors or of its Committees, the Chair of the Board or Chair of the Committee shall state the policy on conflicts of interest as contained in these By-laws and this fact shall be noted in the minutes.

Section 5.7. Conflicts Regarding Employees and Former Employees. Notwithstanding the foregoing Sections of this Article, no Director shall be employed by the Corporation or by any of its affiliated agencies. Former members of the Board of Directors of the Corporation shall not be eligible for employment by the Corporation or any of its affiliated agencies unless a minimum of twelve (12) full months has elapsed since their term on the Board ended, nor shall any employee of the Corporation or Committee serve as Director or Committee member within one (1) year of leaving employment.

ARTICLE VI **Contracts, Loans, Checks**

Section 6.1. Authorization. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Except as provided in these By-laws, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount unless so authorized by the Board of Directors.

Section 6.2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution.

Section 6.3. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name.

ARTICLE VII **Amendments**

Section 7.1. Review of By-Laws. The Board shall conduct a review of these By-laws in January of each year.

Section 7.2. Changes to By-Laws. These By-laws may be amended, altered, or repealed by the majority vote of the directors at any regular or special meeting of the Board of Directors at which a quorum is present, and which follows a meeting at which the proposed amendment has been submitted to the Board of Directors.

ARTICLE VIII
Finances, Budget

The annual budget of estimated income and expenditures of the Corporation, and all revisions thereof, shall be approved by the Board of Directors, which shall be responsible for the overall financial management of the Corporation. The Corporation shall cause an annual audit to be conducted on its finances every year.

Revised 11/17/09