

**REVISED BYLAWS OF
Seeds of Strength Giving Circle**

**Article I.
Name, Offices, and Fiscal Year**

- A. Name. The name of this organization is Seeds of Strength Giving Circle (referred to as SoS throughout).
- B. Offices. The principal offices of SoS are at the Chisholm Trail Communities Foundation, 116 West 8th Street, Georgetown Texas, 78626.
- C. Fiscal Year. The fiscal year for the Giving Circle is January 1 to December 31.

**Article II.
Mission Statement and Core Values**

A. Mission

Seeds of Strength is a philanthropic women's giving circle in which members come together to enrich lives in the Georgetown community.

We do this by:

- Awarding grants to nonprofit organizations serving the Georgetown area.
- Providing educational opportunities to enhance our members' awareness of community needs.
- Creating unifying experiences for caring, generous women to engage socially.

B. Core Values

We pursue excellence in all endeavors through:

- Integrity – All business is conducted ethically and with fiscal responsibility.
- Inclusivity – We welcome all women committed to the power of collective philanthropy.
- Collaboration – Members work together in a positive productive manner while celebrating each individual's skills and talents.
- Education – We create awareness among our members of the needs of the nonprofits and the communities they serve.
- Continuous Improvement – We use thoughtful decision making and forward thinking to improve operations and prepare for the future.

**Article III.
Sponsor/Fiscal Agent**

- A. Seeds of Strength has established a donor-designated fund with the Chisholm Trail Communities Foundation (CTCF). This allows 100% of the donations to go directly to improving the lives of people in Georgetown.
- SoS funds are managed and distributed by CTCF, which gives SoS legitimacy and credibility in the eyes of the community.
 - As the fiscal agent for SoS, CTCF's general liability and directors and officer's insurance policies cover the activities of SoS.
 - Grants are distributed based on a democratic selection of grantees, while avoiding the expense of establishing a foundation.
 - SoS receives the advantage of tax-exempt status so that 100% of member donations are tax-deductible.
 - SoS receives the benefit of administrative support so that donations go directly to the nonprofit, without the expense of costly overhead.
- B. SoS will communicate with CTCF and solicit its input and advice in connection with the efforts of SoS from time to time. As a fiscal agent, CTCF's general liability and directors and officers insurance policies cover the activities of SoS, unless otherwise notified.

**Article IV.
Membership**

- A. Membership in SoS is open to all women who wish to further the mission and goals of the organization through financial support. MEMBERS will be defined as those who annually complete a membership form and contribute \$1000.00 or more through either an Individual Membership or a Shared Membership.
- B. Each Membership (Individual or Shared) receives one ballot for voting on the selection of grant recipients. (Individual membership - one person, \$1000 donation, one ballot; Shared Membership - two to four people, \$1000 donation, one ballot.)
- C. Only those members whose contributions are current as of February 28 (or the last day of February), will be eligible to exercise voting privileges for that year. Dues may be paid by check or credit card. Those who do not wish to pay annually, must have completed semi-annual, quarterly or monthly payments by February 28 (or the last day of February) of the grant year. Method of payment must be indicated on the Membership Form.

- D. Shared Memberships consist of groups of two, three or four women. They have one name, e.g., Sunshine Group, and receive one ballot which indicates a consensus of their chosen grant recipients. The number of Shared Memberships available in any given year will be 50% of the number of Individual Memberships from the previous year. (Example: The prior year's total Membership consisted of 50 Individual Memberships and 10 Shared Memberships for a total of 60 Memberships. 50% of 50 equals 25, so the following year 25 Shared Memberships are available.) For the purpose of communicating Member totals to the public, both Individual and Shared Members will be used. (For example: If the Membership for the year consists of 50 Individual Memberships and 10 Shared Memberships that each have 2 members, the Member total would be communicated as 70.)
- E. The membership forms and checks payable to Chisholm Trail Communities Foundation shall be mailed to SOS Treasurer, c/o Chisholm Trail Communities Foundation, 116 West 8th Street, Georgetown, Texas 78626.
- F. Single memberships may be paid in full, in two payments of \$500.00, or four payments of \$250.00. It is the responsibility of each member to ensure checks are received to guarantee a membership and vote. Payments are due by February 28 (or the last day of February), each year. The first partial contribution should be accompanied by the membership form.

**Article V.
Organization and Structure**

- A. Seeds of Strength has a Board of Directors called the Guiding Circle. The Guiding Circle is responsible for the leadership and affairs of the organization. The Executive Committee of the Guiding Circle consists of officers and committee chairs.
- B. The Guiding Circle consists of 15-25 members in good standing. This includes former SoS Guiding Circle Chairs until the number of former Chairs serving on the Guiding Circle reaches five (5). In the event a vacancy occurs during the course of the year, the Guiding Circle is authorized to appoint a replacement.
- C. The Nominating Committee shall present a slate of officers and Guiding Circle members to the entire membership, electronically, 30 days prior to the fall meeting. Members will vote by e-ballot, and the election will be decided by majority vote of the membership. Officers shall be members in good standing and possess an Individual Membership. At the fall luncheon meeting, the nominating committee will present the members of the Guiding Circle, including officers, as well as additional members to serve on the Guiding Circle for the following year, beginning October 1. Officers will be Chair, Incoming Chair, Immediate Past Chair, Secretary and Treasurer.

- D. Guiding Circle terms are one year, beginning October 1st (the first month following the Guiding Circle election). Guiding Circle members may be elected to not more than three (3) successive terms. Exceptions may be made if needed to fill an Officer or Committee Chair position. Each Guiding Circle Chair shall continue to serve on the Guiding Circle for a term of three (3) years so that her knowledge of the mission of SoS may be shared with the new members of the Guiding Circle and the new Chair.

- E. Absence from three (3) regularly scheduled Guiding Circle meetings in a year, for which no notification was given, shall be considered resignation from the Guiding Circle. After written notification from the Guiding Circle has been made, the place of the member shall be considered vacant.

- F. Any Guiding Circle member may be removed at any time by a majority vote of all members of the Guiding Circle.

- G. Any Guiding Circle member may resign by giving a written notice of such resignation to the Chair of the Guiding Circle.

Article VI.
Guiding Circle Officers, Standing Committees and Ad Hoc Committees
Duties/Responsibilities

A. Officers

Chair. The Chair presides at all meetings. The Chair retains the right to vote on all questions properly coming before the Guiding Circle on which she would be entitled to vote if she were not the presiding officer of SoS. The Chair supervises the affairs of the Guiding Circle and performs such duties as are customarily associated with this office or as required by the Guiding Circle.

Incoming Chair. The Incoming Chair presides in the absence of the Chair and works with the Chair during the year on all SoS business.

Immediate Past Chair. The Past Chair continues to serve on the Guiding Circle and be available to the current chair.

Secretary. The responsibility of the Secretary is twofold, involving both correspondence and record keeping. The Secretary:

- gives notice of any meeting of the Guiding Circle for which notice is required.
- has the authority to certify any records or minutes, or copies of any records or minutes, as the official records or minutes of SoS, including those of the Guiding Circle or other committees.

Treasurer. The Treasurer, who is also chair of the Finance Committee:

- supervises the collection and accounting of all money received by and expended for the use of SoS;
- deposits monies received by SoS in the name of Seeds of Strength at the Chisholm Trail Communities Foundation (CTCF).
- reports income and expenditures to the Guiding Circle at each meeting or whenever required by the Guiding Circle. The records of the Treasurer are available during regular business hours at the CTCF office.
- maintains two separate accounts. One account is for membership dues and a second account is for operational expenses and is funded by seed money contributions made in excess of annual dues and by funds raised in excess of the cost of special events.

B. Standing Committees

Membership Committee Chair. The Chairperson of the Membership Committee leads the committee members to secure the current and future years' membership of SoS. See Policies and Procedures for specific responsibilities.

Communications Committee Chair. The Chairperson of the Communications Committee leads committee members to ensure that all information, both internal and external, is in keeping with SoS's mission and goals. See Policies and Procedures for specific responsibilities.

Grants Committee Chair. The Chairperson of the Grants Committee leads committee members in a smooth and effective process for awarding grant funds to nonprofit organizations through SoS. See Policies and Procedures for specific responsibilities.

Events Committee Chair. The Chairperson of the Events Committee leads committee members in the planning and implementation of all events established and scheduled by the Guiding Circle to ensure that all events are within budget. See Policies and Procedures for specific responsibilities.

Nominating Committee Chair. The Chairperson of the Nominating Committee leads committee members to present a slate of officers and the proposed Guiding Circle membership for the year. See Policies and Procedures for specific responsibilities.

Compliance Committee Chair. The Chairperson of the Compliance Committee leads committee members to ensure contract compliance and to create a communication link with grantees.

C. Ad Hoc Committees

Ad Hoc committees may be created as needed. The responsibilities of an Ad Hoc committee will be written when the committee is appointed.

Article VII Membership and Guiding Circle Meetings

A. Membership Meetings

1. The time and place of all membership meetings will be determined by the Guiding Circle. A minimum of three (3) meetings a year will be scheduled with additional meetings scheduled as needed.
2. At any membership meeting a simple majority of the total membership will constitute a quorum. The Secretary will solicit absentee or electronic votes for members unable to attend.

B. Guiding Circle Meetings

1. Scheduled meetings are held 6-10 times per year. Additional meetings may be scheduled, as needed.
2. The Chair may call together the Executive Committee of the Guiding Circle for meetings when necessary.
3. The Chair decides the time and place of these meetings.
4. At any Guiding Circle meeting, a simple majority of the Guiding Circle membership will constitute a quorum.

**Article VIII
Dissolution Clause**

In the event of the dissolution of SoS, the Guiding Circle will distribute to eligible organizations the residual resources of SoS. Eligible organizations shall be defined as any organization eligible to receive a grant from SoS.

**Article IX
Amendment of Bylaws**

- A. The power to alter, amend or repeal these Bylaws will be initiated by the Guiding Circle and will require the approval by simple majority of SoS members.
- B. The Bylaws will be reviewed at least once every three years or when necessary. Prior to any vote on an Amendment to these Bylaws, the Secretary will provide each Guiding Circle member a final copy of the proposed amendments either through electronic mail or regular USPS mail. Such amendments will be delivered at least ten (10) days prior to the meeting at which any amendment to the Bylaws will be considered by the Guiding Circle.
- C. Once approved by the Guiding Circle, the amendment will be presented to the entire membership. A simple majority of the membership will be required for approval. All motions amending these Bylaws will be voted upon and attached to the executed original Bylaws held by the Guiding Circle.

Signatures

We, Cindy Locke, Chair, and Alexia Griffin, Secretary, of the Seeds of Strength Giving Circle, do hereby certify that the above is a true and correct copy of the Bylaws of the most recent meeting of its Guiding Circle, held on the 23rd day of October, 2017.

The signed copy is filed at Seeds of Strength.

- Signed by the SoS Chair and Secretary on October 23, 2017.

Cindy Locke, Chair

Alexia Griffin, Secretary

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