

**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).
- SoS funds are managed and distributed by CTCF, which gives SoS legitimacy and credibility in the eyes of the community.
 - 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 including the \$50.00 required donation for operating expenses 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. As a fiscal agent, CTCF’s general liability and directors and officers insurance policies cover the activities of SoS, unless otherwise notified. SoS will communicate with CTCF and solicit its input and advice in connection with the efforts of SoS from time to time.

**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. The annual contribution can range from \$1050 (or more) to no less than \$300, which includes the required donations for operating expenses of \$50 per member.
- B. The amount of each member’s contribution determines the number of votes she is able to cast on Voting Night, according to the table below:

Annual Contribution per person	Plus Required Operations Donation Per Person	Number of votes per member per ballot on Voting Night
\$1,000 and Above	Annual contribution plus	4 Votes per ballot

	\$50.00 required donation for operating expenses	
\$500-\$999	Annual contribution plus \$50.00 required donation for operating expenses	2 Votes per ballot
\$250-\$499	Annual contribution plus \$50.00 required donation for operating expenses	1 Vote per ballot

- C. Only those members whose contributions are current as of March 31-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 March 31 of the grant year. Method of payment must be indicated on the Membership Form.
- D. -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.
- E. Memberships may be paid in full, or in two to four payments. It is the responsibility of each member to ensure payments are received to guarantee a membership and vote. Payments are due by March 31, each year. The first partial contribution should be accompanied by the membership form.

**Article V.
Organization and Structure**

- A. Seeds of Strength shall be governed by a Board of Directors, which is responsible for the leadership and affairs of the organization. The Executive Committee of the Board consists of officers and committee chairs.
- B. The Board consists of 15-25 members in good standing. This may include former Board Chairs until the number of former Chairs serving on the Board reaches five (5). In the event a vacancy occurs during the course of the year, the Board is authorized to a appoint a replacement.
- C. The Nominating Committee shall present a slate of officers and Board 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. At the fall luncheon meeting, the nominating committee will present the members of the Board, including officers, as well as additional members to serve on the Board for the following year, beginning October 1. Officers will be Chair, Incoming Chair, Immediate Past Chair, Secretary and Treasurer.

- D. Board terms are one year, beginning October 1st (the first month following the Board election). Board 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 Board Chair shall continue to serve on the Board for at least one (1) year after her term, so that her knowledge of the mission of SoS may be shared with the new members of the Board and the new Chair. The Immediate Past Chair will also serve as the Chair of the Nominating Committee.
- E. Absence from three (3) regularly scheduled Board meetings in a year, for which no notification was given, shall be considered resignation from the Board. After written notification from the Board has been made, the place of the member shall be considered vacant.
- F. Any Board member may be removed at any time by a majority vote of all members of the Board.
- G. Any Board member may resign by giving a written notice of such resignation to the Chair of the Board.

Article VI.

Board 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 Board on which she would be entitled to vote if she were not the presiding officer of SoS. The Chair supervises the affairs of the Board and performs such duties as are customarily associated with this office or as required by the Board.

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 Board 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 Board 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 Board 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 Board at each meeting or whenever required by the Board. 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 which is funded by donations 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 Board 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 Board 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. **See Policies and Procedures for specific responsibilities.**

Technology Committee Chair. The Chairperson of the Technology Committee leads committee members in monitoring and maintaining the website, e-mail, social media, and data base platforms. See Policies and Procedures for specific responsibilities.

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

General Membership Events and Board of Directors Meetings

A. Membership Events

The time and place of all **General** Membership Events will be determined by the Board. A minimum of three (3) Events a year will be scheduled with additional meetings scheduled as needed.

B. Board of Directors 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 Board for meetings when necessary.
3. The Chair decides the time and place of these meetings.
4. At any Board meeting, a simple majority of the Board membership will constitute a quorum.

Article VIII Dissolution Clause

In the event of the dissolution of SoS, the Board of Directors 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 Board of Directors 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 Board 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 Board.
- C. Once approved by the Board, 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 Board of Directors.

Signatures

We, Alexia Elliott, Chair, and Ginny Senchack, 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 Board of Directors, held on the 22nd day of *October*, 2018.

The signed copy is filed at Seeds of Strength.

- Signed by the SoS Chair and Secretary on _____

Alexia Elliott, Chair

Ginny Senchack, Secretary

_____, 2018