

**BYLAWS  
FOR  
THE RAYMOND H. GOLDSTONE  
ASCA FOUNDATION**

***ARTICLE I: ORGANIZATION***

**Section 1.** The name of the organization shall be The Raymond H. Goldstone ASCA Foundation, herein after referred to as the Foundation. The Foundation is a non-stock, not-for-profit corporation incorporated under the laws of the state of Texas.

**Section 2.** The principal location of the Foundation shall be at PO Box 2237 College Station, TX 77841-2237.

**Section 3.** The resident agent of the Foundation shall be the Executive Director of Association of Student Conduct Administration (ASCA).

**Section 4.** The Board of Directors of the Foundation shall be known and referred to in these Bylaws as the Foundation Board.

***ARTICLE II: HISTORY AND PURPOSE***

**Section 1. History.** Before the annual conference in 2008 the Board of ASCA [then known as Association for Student Judicial Affairs (ASJA)] created a Foundation Board to raise money to support the organization's educational, scholarship and leadership initiatives. President-Elect Gary Dickstein asked Don Gehring to chair the Foundation Board consisting of Saunie Schuster, Mary Beth Mackin, Judy Rashid, Bill Fischer (ex-officio), Lee Bird, Dave Parrott, and Billye Potts (ex-officio). The Board subsequently recommended to ASJA additional members whose financial commitment to the Foundation warranted their inclusion. The Board of ASJA approved the nominations and added Barbara Fienman, Larry Bolles, Ed Stoner and Howard Bailey to the Foundation Board.

**Section 2. Purpose.** The purpose of the Foundation is to remain exclusively charitable while raising money to support the organization's educational, scholarship, research, and leadership initiatives in support of the mission, vision, and core values of the ASCA.

## ***ARTICLE III: FOUNDATION BOARD***

**Section 1. General.** The Foundation shall be administered by the Foundation Board to be composed of not less than twelve (12) persons, including two non-voting ex-officio members as provided for in Section 14 of this Article. The Foundation Board shall be appointed, serve, and have the duties and responsibilities as hereinafter provided.

**Section 2. Officers.** The officers of the Foundation shall consist of the Chairperson, Secretary, and Treasurer.

- A. The Chair shall serve as the presiding officer and is responsible for preparing the agenda and leading all meetings of the Foundation. In addition, the Chair shall represent the Foundation Board and provide oversight of all Foundation Board operations. Newly appointed board members without prior Foundation Board experience shall not be eligible to Chair the Foundation Board.
- B. The Secretary maintains Foundation Board records and minutes of all meetings.
- C. The Treasurer maintains oversight over the Foundation Board finances. In consultation with the ASCA Executive Director, the Treasurer is responsible for the creation and development of the annual budget.
- D. Officers' terms will commence on January 1<sup>st</sup> and conclude on December 31<sup>st</sup> of each year.
- E. Election of Officers shall take place during the last Foundation Board meeting of the fiscal year and occur in a manner consistent with voting procedures outlined in Section 8. Meetings.
- F. Officers may serve no more than two consecutive terms in the same position.
  - a. If an officer resigns their position prior to the conclusion of their term, a current member of the Foundation's Board will be elected to complete the term. Terms lasting less than 6 months will not constitute a full term and the person shall be eligible for two additional consecutive terms.

**Section 3. Members of the Foundation Board.** The Foundation Board shall be composed of current members of ASCA who maintain their membership in ASCA throughout their term of appointment. No person may serve concurrently on the Board of Directors of the ASCA and the Foundation Board, with the exception of the immediate Past-President as outlined in Section 14 of this Article. Considerable effort will be made to have a Foundation Board that is inclusive and representative of the membership of the ASCA

Except for the ex-officio members, the Foundation Board shall place in nomination or accept applications of names of current ASCA members to be considered for a position on the Foundation Board. All nominees/applicants shall be appointed by a two-thirds (2/3) vote of the Foundation Board members. The approved members upon acceptance will serve on the Foundation Board subject to the Foundation Bylaws.

**Section 4. Term of Office.** The term of office for each member will start on January 1. Each member appointed to the Foundation Board shall serve for a term of three (3) years, and may be appointed to no more than two terms

**Section 5. Vacancies.** If a Foundation Board member cannot fulfill their full three (3) year term a successor shall be appointed for the unexpired term in the same manner as provided in Section 3 of this Article. If the new member is fulfilling less than eighteen (18) months of the prior member's term, the new member is still eligible for two three (3) year terms.

**Section 6. Organization.** The Foundation Board shall organize itself by electing a Chair, a Secretary and a Treasurer, and other officers as the Foundation Board shall deem appropriate for the transaction of its business. These officers shall perform for the Foundation Board the services usually performed by such officers and any other duties or powers which may be delegated to them by the Foundation Board.

**Section 7. Rules and Regulations.** The Foundation Board shall adopt from time to time such rules and regulations, not inconsistent with the Bylaws and the Articles of Incorporation, as it deems reasonable and necessary to carry out the terms of the Bylaws and the Articles of Incorporation. The decision of the Foundation Board on any question or issue arising under the Bylaws and the Certificate of Formation or under said rules and regulations, including the construction and application thereof is binding and conclusive.

**Section 8. Meetings.** Meetings of the Foundation Board shall occur regularly (ideally monthly, but not less than 6 times annually) either personally or by contemporaneous alternative means. A majority of the voting members of the Foundation Board constitutes a quorum. At any meeting at which a quorum is present, any decision or action of the Foundation Board shall be by a majority vote of those present and voting upon any subject. Any action that may be taken at a meeting of the Foundation Board may also be taken by the written consent of a majority of those entitled to vote and may be in any electronic form.

**Section 9. Compensation.** The members of the Foundation Board shall receive no compensation for their services on the Board. Foundation Board Members shall not be held personally liable for any act done in their capacity as a member of the Foundation Board, willful misconduct excepted.

**Section 10. Committees.** The Foundation will have three standing committees: A Finance Committee, Fundraising Committee, and Scholarship Committee. The membership of each committee will be made up of members of the Foundation Board.

The duties of the Finance Committee include but are not limited to: assisting in the development of the annual budget, making recommendations to the Foundation Board

regarding investment of assets, and ensuring the annual audit occurs and results are reported to the Foundation Board. The Finance Committee will be chaired by the Treasurer of the Foundation Board.

The Fundraising Committee is responsible for coordinating all Foundation fundraising activities. The Fundraising Committee shall be chaired by a member of the Foundation Board and will serve a term of one-year commencing on January 1 of each year and ending on December 31 of each year. The Fundraising Committee Chair will be nominated by the Chair of the Foundation Board and approved by the Foundation Board.

The Scholarship & Awards Committee is responsible for coordinating all the processes of awarding Foundation funds. The Scholarship & Awards Committee shall be chaired by a member of the Foundation Board and will serve a term of one-year commencing on January 1 of each year and ending on December 31 of each year. The Scholarship & Awards Committee Chair will be nominated by the Chair of the Foundation Board and approved by the Foundation Board.

In addition to the above, the Foundation Board shall appoint committees from time to time as it deems necessary to administer the Foundation. Such committees may be composed of Foundation Board Members and any active or retired members of the (ASCA). The Foundation Board shall endeavor to seek the most qualified persons to serve on all committees and be inclusive and representative of the membership of the ASCA.

**Section 11. Responsibility.** Except as otherwise provided herein, any action taken by the Foundation Board pursuant to authority conferred upon it by its charter and these bylaws is final and binding upon each and every person, firm, corporation, association, trust, fund or organization which may be or become interested in the Foundation created hereby.

**Section 12. Increase in Membership.** The number of members on the Foundation Board may be increased at any time by a two-thirds (2/3) vote of the Foundation Board. If approved, appointments will be made in accordance with Section 3 of this Article.

**Section 13. Removal of Board Members.** Any Foundation Board Member may be removed by a two-third (2/3) vote of the Foundation Board. A member of the Foundation Board may be removed after demonstrated fault to adhere to the expectations, including fiduciary, and standards of responsibilities of the Foundation Board. On such removal, a successor shall be appointed as provided in Section 5 of this Article.

**Section 14. Ex-Officio Member.** The Executive Director and the immediate Past-President of the ASCA shall be the ex-officio members of the Foundation Board, without vote.

## ***ARTICLE IV: POWERS AND DUTIES OF FOUNDATION BOARD***

The Foundation Board shall be vested with the following rights, powers and privileges and, without any limitation of this general grant of power, the Foundation Board is hereby specifically authorized and empowered:

### **Section 1. General**

- A. To receive all rents, issues, revenues, profits, and properties of every nature due the Foundation and to hold or make distribution thereof in a manner not inconsistent with the terms of the Articles of Incorporation and these Bylaws;
- B. To retain any properties received by them or to dispose of property as and when they shall deem advisable, by public or private sale or exchange or otherwise, for cash or upon credit or partly for cash and partly upon credit and upon such terms and conditions as they shall deem most expedient;
- C. To participate in any plan of liquidation, reorganization, consolidation, merger or other financial adjustment of any corporation or business in which the Foundation is or shall be financially interested and to exchange any property held in the Foundation for property issued under any such plan;
- D. To invest or reinvest principal and income of the funds belonging to the Foundation in a manner that secures such funds and provides maximum yield;
- E. To hold any investment belonging to the Foundation in bearer form or to register and hold the same in the Foundation's name or in the name of any duly authorized nominee;
- F. To compromise, arbitrate or otherwise adjust or settle claims in favor of or against the Foundation;
- G. To execute such deeds, leases, contracts, bills of sale, notes, proxies and other instruments in writing as they shall deem desirable to requisite in the proper administration of the Foundation;
- H. To vote, personally or by general or limited proxy, any shares of stock which may be held by the Foundation at any time, and similarly to exercise, personally or by general or by limited power of attorney, any right appurtenant to any securities or other property held at any time.

**Section 2. Contributions.** The Foundation Board shall keep full and accurate records of the administration of the Foundation's financial affairs and of all contributions received for inclusion in the Foundation.

Voting Foundation Board members are expected to donate monetarily on an annual basis.

The Foundation Board members may from time to time designate special categories of contributors to the Foundation. Such special categories of contributors may be known as "Legacy Members", "Honorary Board Members", or "Charter Members" or

any other name as designated by the Foundation Board. In designating special categories of contributors, the Board may indicate the amount of such contributions and may place time limitations on such contributions in order for a contributor to be placed in a special category. The purpose of this provision is to enable the Board to encourage large donations to the Foundation and to lend prestige to the giving of large contributions.

**Section 3. Accounting and Budget.** The Foundation Board shall prepare annually a statement of their accounts and proceedings for the twelve (12) months preceding the end of the Foundation's fiscal year. The annual statement shall be prepared within a reasonable time after the end of the Foundation's fiscal year.

In addition, The Foundation Board shall on an annual base have an independent review of the Foundation's books and financial records to be made by an independent accountant for each fiscal year.

The Foundation will approve a budget on an annual basis. The annual budget will coincide with the Foundation's fiscal year and shall be approved by the Foundation Board no later than the last Foundation Board's meeting prior to the start of the fiscal year.

**Section 4. Annual report.** The Foundation Board shall prepare an annual report to be made available to members of ASCA. The annual report will be drafted by the Chair and made available to the membership of ASCA no later than the first day of the ASCA annual conference.

**Section 5. Fiscal Year.** The fiscal year for the Foundation shall be January 1<sup>st</sup> to December 31<sup>st</sup>.

## ***ARTICLE V: CONFLICT OF INTEREST***

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect the Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Foundation Board member or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state or federal laws governing conflict of interest applicable to nonprofit and charitable corporations.

### **Section 2. Definitions.**

**Interested Person.** Any Foundation Board member who has a direct or indirect financial interest, as defined below, is an interested person.

**Financial Interest.** A person has a financial interest if the person:

A. has directly or indirectly, through business, investment, or family, an

- ownership or investment interest in any entity with which the Foundation has a transaction or arrangement;
- B. has a compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement;
  - C. is considering an ownership or investment interest in or compensation arrangement with any entity or individual with which the Foundation is negotiating a transaction or arrangement.

**Compensation.** Direct and indirect remuneration, including gifts or favors that are not insubstantial.

**Conflict of Interest.** A conflict between personal or financial interests and the responsibilities of serving on the Foundation. However, a personal or financial interest is not necessarily a conflict of interest unless the Foundation Board determines that a conflict of interest exists.

### **Section 3. Procedures.**

**Duty to Disclose.** If any person becomes aware of any actual or possible conflict of interest, they must disclose the existence of the personal or financial interest to the Foundation Board members.

**Determining Whether a Conflict of Interest Exists.** After disclosure of the personal or financial interest to the Foundation Board all pertinent information will be shared with all Foundation Board Members. After discussion, the member with the possible conflict of interest shall be excused from the Foundation Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Foundation Board members shall decide if a conflict of interest exists by a two-thirds (2/3) vote of those members present.

**Procedures for Addressing the Conflict of Interest.** If the Foundation Board determines there is a conflict of interest, that Foundation Board member must recuse themselves from all matters involving the conflict of interest.

**Violations of the Conflicts of Interest Policy.** If the Foundation Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Foundation Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4. Records of Proceedings.** The minutes of the Foundation Board will reflect the actions taken by the Foundation Board in regards to the conflict of interest.

## ***ARTICLE VI: AMENDMENT AND TERMINATION***

**Section 1. Amendment.** These bylaws may be amended by the Foundation Board by a two-thirds vote of the Foundation Board Members present and voting; provided, that these Bylaws shall not be amended in any way so as to

- A. result in the Foundation not being exempt from taxation under the Internal Revenue Code and Regulations, or
- B. result in donations or contributions to the Foundation not being deductible for income tax purposes under the Internal Revenue Code and Regulations.

**Section 2. Termination.** The Foundation Board may, by unanimous vote, declare that the Foundation has served its purpose and so certify to the Board of Directors of the ASCA in writing, whereupon the Foundation shall terminate, after payment of any existing obligations and the charges and expenses reasonably incident to such terminations. Upon dissolution of the Foundation, assets shall be distributed for one or more exempt purposes, within the meaning of Sections 501(c)(3) of the Internal Revenue Code or corresponding Section of any future Federal Tax Code, or shall be distributed to the Federal Government, or State or local Government for a public purpose.

Original Dated 7/14/08

Amended 1/15/2014

Amended 3/15/2019

Amended 10/8/2020