ARTICLE I. NAME OF CORPORATION

The name of this Corporation is Southeastern Council of Foundations, Inc.

ARTICLE II. PURPOSES

The purposes of the Corporation are the literary, charitable and educational ones of:

a. promoting research into and study of the opportunities and challenges facing charitable organizations, foundations, charitable trusts, and corporate charitable giving programs as well as related issues,

b. promoting the growth and effective operation of charitable organizations, foundations, charitable trusts and corporate charitable giving programs,

c. stimulating planning for efficient operations, financial management and grantmaking by foundations and other charities and,

d. providing for the dissemination of knowledge, exchange of information, ideas and procedures among charitable organizations, foundations, charitable trusts, and corporate charitable giving programs, all to the end of benefiting and promoting philanthropy.

ARTICLE III. OFFICES

Section 1. Office. The principal office of the Corporation shall be located in the metropolitan area of Atlanta, Georgia.

Section 2. Additional Offices. The Corporation may also have offices and places of business at such other places within the Southeastern Region, as defined in Article IV, as the Board may from time to time determine or the purposes of the Corporation may require.
ARTICLE IV. MEMBERSHIP

Section 1. Eligibility. The Southeastern Council of Foundations is an association of grantmaking organizations serving the Southeastern region, which shall include the states of Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, and other such bordering states or U.S. Territories as the Board of Trustees shall by appropriate action include in the Southeastern Region. Membership in the Southeastern Council shall include organizations that have a significant portion of their mission dedicated to making charitable grants and/or awards to unaffiliated entities in their service area. Types of organizations which may be eligible for membership include:

- Community Foundations
- Corporate Foundations and Giving Programs
- Donor-Advised Funds
- Grantmaking Public Charities
- Health Legacy Foundations
- Operating Foundations
- Private and Family Foundations
- Other similar organizations or grantmakers as may be approved by the Board

Section 2. Application. Any eligible organization which makes application to the Board of Trustees shall be considered for membership after review by the Membership Committee. The Membership Committee's recommendations are submitted to the SECF Board of Trustees for final action. SECF reserves the sole right to determine an organization's eligibility for membership.

Section 3. Voting. Members of the Corporation shall be entitled to one vote in person, or by proxy, at each meeting of the Members.

ARTICLE V. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the Members of the Council shall be held on such day in the month of September, October or November in each year as is designated by the Chair at the time and place stated in the notice thereof.

Section 2. Special Meetings. Special meetings may be held at any time upon call of the Chair, a majority of the Board of Trustees, or one-fifth of the Membership.

Section 3. Notice of Meetings. Written notice of the place, day, and hour of the annual meeting or any special meeting, the purpose or purposes for which a special meeting is called, and by or at whose direction notice of a special meeting is being issued, shall be given personally or by mail, e-mail, facsimile or other form of electronic or wireless communication to each Member not less than ten (10) days nor more than forty (40) days prior to the meeting.
Section 4. Quorum. At all meetings of Members a quorum shall consist of one-fourth of the Members of the Corporation. Presence by proxy shall also constitute presence for purposes of determining a quorum.

Section 5. Proxy. Any Member may by writing, e-mail, facsimile or other form of electronic or wireless communication appoint any person to act as a proxy.

ARTICLE VI. BOARD OF TRUSTEES

Section 1. Management of Corporation. The property and affairs of the Corporation shall be managed by a Board of Trustees.

Section 2. Qualification of Trustees. Each Trustee must be a professional staff or board member of a member organization.

Section 3. Number and Qualifications. The entire Board of Trustees shall consist of no fewer than twelve (12) persons and not more than twenty-two (22) persons, with the number to be established from time to time by resolution of the Board of Trustees. Each of the states in the Southeastern Region shall be represented by a Trustee, with any remaining Trustees elected as trustees-at-large; provided, however, if no individual in any one of the foregoing states is available or willing to serve as a Trustee, another Trustee shall be elected as an additional trustee-at-large.

Section 4. Manner of Election. The Trustees shall be elected at the annual meeting of Members by a plurality vote as hereinafter provided. Prior to the annual meeting of Members, the Board of Trustees shall nominate individuals to fill the vacancies occurring on the Board, and then at the meeting, the Chair shall open the floor to nominations, subject, however, to the requirements set forth in Section 3 above.

Section 5. Term of Office. Trustees may serve a maximum of two consecutive three-year terms after which they must be absent from the Board for at least one year before becoming eligible for re-election except as provided in this Section. The Board of Trustees may, in its discretion, extend the term of a member of the Board of Trustees then serving as Chair-elect or Chair for the purpose of allowing the member to serve during the extended term as Chair or Immediate Past Chair. In no event may the term of any member be extended by the Board of Trustees for more than two additional years.

Section 6. Resignations and Vacancies. Any Trustee may resign at any time. If any vacancies occur in the Board of Trustees by reason of death, resignation, retirement, disqualification or increase in the number of Trustees pursuant to a resolution by the Board of Trustees, all of the Trustees then in office may by majority vote choose a Trustee or Trustees to fill such vacancy or vacancies, subject, however, to the requirements set forth in Section 3 above. Any Trustee so chosen to fill a vacancy created by an increase in the number of Trustees will serve until the next
annual election of Trustees, and any Trustee so chosen to fill any other vacancy will hold office for the remainder of the unexpired term of the predecessor. If the remainder of the unexpired term shall be less than half a full term of three years, the Trustee so chosen will be eligible for election to two full terms as Trustee.

**Section 7. Removal.** Any Trustee elected or appointed may be removed by a two-thirds majority of the Trustees whenever in their judgment the removal will be in the best interests of the Corporation.

**Section 8. Attendance.** Trustees are expected to attend meetings of the Board of Trustees on a regular basis; failure to attend three or more meetings during a term of office without being excused from attendance by the Board Chair is grounds for removal of the trustee in accordance with Section 7 above. By providing advance notice, Trustees may, under reasonable circumstances, receive permission from the Board Chair to participate in two meeting per three-year term by long-distance telephone.

**ARTICLE VII. MEETINGS OF THE BOARD**

**Section 1. Place.** The Board of Trustees may hold meetings, annual, regular and special, either within or without the jurisdictions in the Southeastern Region, as defined in Article IV above.

**Section 2. Annual Meeting.** The annual meeting of the Board of Trustees for the election or appointment of officers and for the transaction of any other business shall be held in the Fall at such time and at such place as shall from time to time be determined by the Board.

**Section 3. Special Meetings.** Special meetings of the Board of Trustees may be called by the Chair of the Board, on five (5) days’ notice to each Trustee, either personally or by mail, e-mail, facsimile or other form of electronic or wireless communication, and special meetings shall be called by the Chair in like manner and on like notice on the written request of one-third of the Trustees. Notice of the purpose of the special meeting is required. Notice shall be given in accordance with Article VIII, Section 1.

**Section 4. Quorum.** At all meetings of the Board of Trustees, a majority of the entire Board shall be necessary to constitute a quorum for the transaction of business and a vote of a majority of the Trustees present shall be the act of the Board of Trustees.

**Section 5. Consent.** Whenever the vote of Trustees is required or permitted to be taken in connection with any action, the meeting of Trustees may be dispensed with, but only if at least a majority of all the Trustees shall consent in writing to such action being taken.
Section 6. Compensation. Trustees, as such, shall not receive any compensation for their services. Reimbursement of expenses, if any, incurred by Trustees in their official capacity shall be subject to prior written approval of the Chair of the Board of Trustees. No Trustee shall be compensated for serving the organization in any other capacity.

Section 7. Committees of Trustees. The Board of Trustees, by resolution adopted by the entire board, may designate from among its members one or more committees, including an Executive Committee which shall have the full power and authority of the Board except as limited in these Bylaws. Each committee (excluding the Executive Committee and Governance Committee which shall only include Trustees) shall consist of one or more Trustees, as well as representatives from other SECF members in good standing such that the Committee’s purpose can be reasonably accomplished, and each of which, to the extent provided in such resolution, shall report to the Board. However, no such committee shall have authority as to any of the following matters:

a. The filling of vacancies in the Board of Trustees or on any committee;

b. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

The following standing committees are established:

- Executive
- Governance
- Audit
- Finance
- Membership

The Executive Committee will include the Chair, Chair-Elect (if office is filled), Secretary-Treasurer, Chair of the Governance Committee, two at-large positions, and the Immediate Past Chair for the first year after relinquishing chair. The Audit Committee will include the Chair of the Finance Committee. The Secretary-Treasurer will always be a member of the Finance Committee. The Chair will be an ex officio member of all committees.

ARTICLE VIII. NOTICES

Section 1. Form; Delivery. Notices to Members and Trustees shall be in writing and may be delivered personally or by mail, e-mail, facsimile or other form of electronic or wireless communication. Notice by mail shall be deemed to be given at the time when deposited in the post office or a letter box, in a post-paid sealed wrapper, and addressed to Members or Trustees at their addresses appearing on the records of the Corporation.
Section 2. Waiver. Whenever a notice is required to be given by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to such notice.

ARTICLE IX. OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chair of the Board, a Secretary-Treasurer, a Chair-Elect and a President.

Section 2. Election. All officers shall be elected annually by the Board of Trustees at a Fall meeting of the Board of Trustees and shall hold office for a term of one year, said term to begin at the conclusion of the Annual Meeting of the Membership of the same year. The Chair and Chair-Elect shall have served as Trustees for a period of at least one year. The Chair shall not serve for more than two consecutive one-year terms as Chair.

Section 3. Removal. Any officer elected or appointed may be removed by a two-thirds majority of the Trustees whenever in their judgment the removal will be in the best interests of the Corporation.

Section 4. Additional Officers. The Board of Trustees shall elect or appoint from time to time such other or additional officers as in its opinion are desirable for the conduct of the business of the Corporation.

Section 5. Vacancies. If any office becomes vacant for any reason, the Board of Trustees shall fill such vacancy. Any officer so appointed or elected by the Board shall serve only until such time as the unexpired term of the predecessor shall have expired unless re-elected by the Board.

Section 6. Chair. The Chair shall preside at all meetings of the Members and Trustees, shall appoint the chair and members (and be an ex officio member) of all committees, shall see to the accomplishment of all business and/or affairs of the Corporation subject to the control of the Board of Trustees, and shall see that all orders and resolutions of the Board are carried out including an annual audit.

Section 7. Secretary-Treasurer. As Secretary, the Secretary-Treasurer shall keep, or cause to be kept, the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose. This office shall give, or cause to be given, appropriate notices in accordance with these Bylaws or as required by law, and shall act as custodian of all corporate records and reports executed on behalf of the Corporation. The Secretary shall perform all duties as may be assigned from time to time by the Chair. As Treasurer, this officer shall keep, or cause to be kept, correct and accurate accounts of the properties and financial transactions of the Corporation. If required by the Board, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with surety as the Board shall determine. The Board will authorize payment for such bond. The Treasurer shall perform, in general, all of the duties incident to the office and such duties as, from time to time, may be assigned by the Chair or the Trustees.
**Section 8. President.** The President shall be the chief executive officer of the Corporation and shall have responsibility for the day-to-day operation of its affairs, subject to the direction of the Chair and the Board of Trustees. The President shall also serve as Assistant Secretary-Treasurer, and the Assistant Secretary-Treasurer shall be under the supervision of the Secretary-Treasurer.

**Section 9. Chair-Elect.** The position of Chair-Elect exists in anticipation that this individual will be elected to succeed the Chair at the end of the Chair’s term.

**Section 10. Immediate Past Chair.** The Immediate Past Chair is the member who most recently completed a term as Chair and is either not eligible to serve another term as chair, is not elected to a second one-year term or declines to serve further as Chair. The Immediate Past Chair shall serve on the Executive Committee of the Board for one-year. The term of the Immediate Past Chair may be extended to allow service on the Executive Committee only as provided in Article VI, Section 5 of these By-laws.

**ARTICLE X. DUES**

**Section 1. Dues.** The membership dues of this Corporation shall be determined from time to time by the Board of Trustees at its annual meeting. Prior to each annual meeting of the Board of Trustees, the Secretary-Treasurer shall prepare and submit to the Board of Trustees a proposed budget for the ensuing year’s operations, based upon the past year’s operations and projections for the ensuing year’s operations, and the amount of such dues shall be established by the Board of Trustees upon the basis of such budget.

**Section 2. Payment.** The President, in December of each year, shall send a dues statement for the following year to each Member, and such dues or pledges to pay dues shall be payable or receivable at the Corporation’s offices no later than March 15.

**ARTICLE XI. SEAL**

The seal of the Corporation shall be in the form and style adopted from time to time by the Board of Trustees.

**ARTICLE XII. AMENDMENTS**

These Bylaws may be amended or repealed by a majority vote at any meeting of the Board of Trustees at which there is a quorum, provided, however, that 60-day notice of the consideration of such action has been given to the Trustees and to the SECF membership and comments have been solicited from the Membership prior to such meeting. Notice of any changes to the Bylaws will be given to the membership in a timely manner.
ARTICLE XIII.  SEVERABILITY

In the event that any provision of these Bylaws is unenforceable, the unenforceability of any such provision shall not affect the other provisions of these Bylaws, which provisions shall be enforceable to the fullest extent allowed by law.

ARTICLE XIV.  COMPLIANCE WITH TAX EXEMPT REQUIREMENTS

It is intended that this Corporation constitute a tax exempt entity under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time. Accordingly, it is the intention that this Corporation be operated in such a fashion as will continually comply with all requirements necessary for a tax exempt status.

ARTICLE XV.  COUNTERPARTS

These Bylaws may be executed in multiple counterparts, each of which, for all purposes, may be considered an original document.

ARTICLE XVI.  INDEMNIFICATION

The Corporation shall provide for indemnification by the Corporation of any and all of its trustees and officers or former trustees and officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties or a party by reason of having been trustees or officers of the Corporation, except in relation to matters as to which such trustee or officer or former trustee or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct. The Corporation may purchase insurance for such indemnification.