

# **BYLAWS OF THE AMERICAN CENTER FOR PHILANTHROPY**

## **ARTICLE I - NAME, PURPOSE**

Section 1: The name of the organization formerly known as The Minnesota Center for Philanthropy, Inc. has been renamed the American Center for Philanthropy. The abbreviated name shall be “ACP.”

Section 2: The American Center for Philanthropy is organized exclusively for charitable purposes, more specifically to provide a vehicle for effective and meaningful philanthropic pursuits.

## **ARTICLE II - MEMBERSHIP**

Section 1: Membership shall consist only of the members of the Board of Directors and any ex-officio appointments made by the consent of the Board.

## **ARTICLE III - MEETINGS**

Section 1: Meetings. The dates of the meetings shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the President of the Board, and such meetings can occur via teleconference or via an e-mail group.

Section 3: Notice. Board members shall be given a reasonable period of scheduling notice before each meeting.

## **ARTICLE IV - BOARD OF DIRECTORS**

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the American Center for Philanthropy. The Board shall have no fewer than five members. The Board receives no compensation, but the American Center for Philanthropy agrees to reimburse Directors for all reasonable travel and meeting-related expenses.

Section 2: Meetings. The Board shall meet at least annually at an agreed upon time and place. Telephone attendance is acceptable for voting issues. A quorum will be necessary to pass motions and make decisions on for ACP.

Section 3: Board Elections. Election of new directors or election of current directors to a new term will occur as the first item of business at a designated annual meeting. Directors will be elected by a majority vote of the current directors.

Section 4: Terms. All Board members shall serve three year terms, and are eligible for repeating their term following a re-election by the Board.

Section 5: Quorum. A quorum must be attended by at least 2/3 of the Board members before business can be transacted or motions made or passed.

Section 6: Motions. Motions may be passed by written, electronic, or telephone response.

Section 7: Notice. An official Board meeting requires that each Board member have written or telephonic notice at least three days in advance.

Section 8. Officers and Duties. There shall be three officers of the Board consisting of a President, Treasurer and Secretary. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Board to preside at each meeting.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained. The Secretary may choose to delegate these responsibilities as he/she sees fit.

The Treasurer shall make a report at each Board meeting and make financial information available to Board members upon request. The treasurer may choose to delegate these responsibilities as he/she sees fit.

Section 9: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies may be to the end of the outgoing Board member's term or for a new term.

Section 10: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

## **ARTICLE V - COMMITTEES**

Section 1: The Board may create committees as needed, such as audit, finance, marketing, etc. The Board President appoints all committee chairs.

Section 2: The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the

intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

## **ARTICLE VI - AMENDMENTS**

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of the American Center for Philanthropy on August 3, 2007.