By-Laws
of
The Jesse Klump Memorial Fund, Inc.

(as adopted May 10, 2009 and amended August 1, 2011, September 2, 2013, September 5, 2019, June 6, 2020, October 4, 2021, July 10, 2024)

Article I. Name and Principal Office

Section 1. Name. The organization's name shall be The Jesse Klump Memorial Fund, Inc. (hereinafter "The Fund").

Section 2. Principal Office. The principal office of The Fund shall be at 13329 Hatchery Rd., Bishopville, MD 21813

Article II. Mission

Section 1. The Fund is a charitable organization that shall provide financial support to those who 1) are pursuing advanced degrees in mental health and/or suicide prevention, 2) have created entrepreneurial outreach tools to address underserved communities, particularly in the areas of mental health and suicide prevention, and/or 3) wish to attend workshops, classes or conferences on mental health, education and/or suicide prevention and have no other source of funding, and who have met other criteria as may be set by the Fund's Board of Directors; The Fund shall also produce, manage and sustain suicide awareness and prevention education programs and provide a place for compassion and understanding among survivors; the Fund shall become engaged in all programs, projects and activities allied with and contributing to said missions as the need to do so presents itself to the Board of Directors.

Article III. Board of Directors

Section I. Governance. The Board of Directors of The Fund is vested with the sole responsibility of fulfilling the organizational mission. The Board of Directors may exercise all lawful powers of a 501(c)3 non-profit corporation as permitted by statute, by the Articles of Incorporation and by these By-Laws.

Section 2. Policy. The Board of Directors shall set all policy regarding the management and affairs of The Fund, including programs to ensure the corporation's financial stability. The Board of Directors is empowered to hire any staff or to enter into any contractual obligations as may be deemed necessary to fulfill the mission. The Board of Directors shall determine the duties and responsibilities of any paid staff or contractor.

Section 3. Number. The number of Directors of The Fund shall be no fewer than five (5) and no greater than nine (9).

Section 4. Eligibility. Board members shall be sought who reflect the qualifications and diversity determined by the Board in its policies. Individuals meeting these qualifications may be approved by the Board of Directors to serve on said Board. A minimum of one position must be held by a survivor of suicide loss.

Section 5. Elections to the Board. Nominees to the Board of Directors may be voted on at any regularly scheduled Board meeting, at any special meeting called for that purpose or by distance voting. Nominees will be approved if they receive a simple majority of Board members voting. Nominees can be selected by any Board member. The Advisory Committee of Board members shall recognize and seek qualified nominees for positions of leadership within the organization based on the diversity needed at that time. Prior to the Meeting of the Board of Directors, the Nominee shall be asked to confirm their willingness to serve.

Section 6. Term of Office. The Board of Directors shall determine a phasing in plan for term limits. When the current board members reach the end of their phased term they may join the Advisory Committee. Each new member of the Board of Directors shall serve a term of three (3) years from the date of their election unless they are removed or resign. No Director shall serve more than two (2) consecutive three-year terms. Fulfilling an incomplete term of a former Director is not considered part of a term limit. After an absence of three (3) or more years, an ex-Board Member may return to the Board for up to two (2) three (3)-year terms. If a Board Member wishes and the rest of the Board agrees, then the Member may continue at the end of their term on a month to month basis or until a replacement can be elected.

Section 7. Founding Board members. These members founded the organization, have voting rights and no term limits; yet if so desired, they can resign and give up all voting rights.

Section 8. Past Board members. Past Board members may serve on an Advisory Committee as stipulated in Article VI Section 1 Paragraph 2.

Section 9. Removal. Board members may be removed at any time by a simple majority vote of Board members or by missing three (3) meetings in a calendar year without prior scheduling conflict approved by the President, in which case the Board member will be deemed to have resigned.

Section 10. Resignation. Board members may resign at any time by submitting a letter of resignation to the President, with the exception of the resignation of the President, in such case the letter shall be submitted to the Vice President.

Section 11. Compensation. Board members will not be compensated for their services as members of the Board and serve in a voluntary capacity. Board members may be reimbursed for their expenses incurred in furtherance of the Fund's mission. No loans shall be made by the Corporation to its Board members.

Section 12. Grant Funding Responsibilities. The Board of Directors shall be responsible for determining the amount of funds to be distributed either as professional grants, community grants, or advanced degree grants. At least one Board member shall be appointed to serve on a committee the function of which is to determine the recipient of Professional and Community Grants which align with the mission of this Fund. The Committee shall establish rules and regulations pertaining to making these decisions.

Section 13. Expenditures. The Board of Directors shall be responsible for approving any and all unbudgeted expenditures over $5000 by majority vote.

Section 14. Budget: A budget shall be adopted in December of each year for the following calendar year. The budget shall be a working document. Money can be moved between categories as necessary by a vote of the Executive Board.

Section 15. Board Meetings.

Paragraph 1. Regular Meetings. The Board of Directors shall meet in regular session no fewer than four (4) times annually. One meeting shall be at a date set by the Board to be no more than ninety (90) and no fewer than sixty (60) days prior to any major fundraising event. There-shall be a meeting after any major fundraising event to discuss what went well and what did not. The last meeting shall be in November or December on a date set by the Board and shall serve as an Annual Meeting for the purpose of adopting a budget and electing officers for the coming year. The Executive Director shall be responsible for determining the time and place of the meetings after the Board has established and approved meeting dates for the coming year.

Paragraph 2. Special Meetings. Special meetings may be called by the President, or by the Executive Director. The person or party calling the meeting shall determine the date, time and place of the meeting.

Paragraph 3. Distance Meetings. The President shall have the privilege of polling the members of the Board at any time remotely. Votes made at a distance are to be construed as legally adopted by the Board of Directors. Members may be allowed to attend regular meetings remotely when unable to be at the meeting in person at the discretion of the President or Executive Director.

Section 16. Quorum. A simple majority of the entire Board of Directors shall constitute a quorum for conducting corporate business.

Article IV. Officers

Section 1. Officers. The officers of the Board of Directors of The Fund shall consist of a President, a Vice President, a Recording Secretary, Corresponding Secretary and a Treasurer.

Section 2. Term of Office. Officers shall serve twelve (12) month terms after being elected by the Board of Directors at the annual meeting or special meeting. There is to be no limit of terms an officer may serve other than their possible term limit as a Board member, if enacted.

Section 3. Assumption of Office. Officers shall assume their duties and responsibilities immediately after their election to office.

Section 4. Vacancies. Any vacant officer position with the exception of the presidency may be filled by a majority vote of the Board of Directors at any meeting when a vacancy may exist. Any replacement elected during the fiscal year shall serve the balance of that year and stand for election at the next meeting for that purpose. The sitting Vice President shall assume the responsibilities of the President should a vacancy occur before the end of the President's one-year term.

Section 5. Duties and Responsibilities of Officers of The Fund (The Executive Board).

Paragraph 1. President. The President shall serve as Chair of the Board of Directors. He or she shall have the power to make all decisions of a routine nature and to oversee the work of any staff member or contractor. The President shall be a signatory on checks in absence of the Treasurer and must approve any expenditure over $500 but less than $2000. He or she shall be responsible for approving an Annual Report and any correspondence over their signature. The President can appoint another officer to run the meetings if desired.

Paragraph 2. Vice President. The Vice President shall serve as Chair of the Board of Directors in the absence of the President and shall assume any additional responsibilities assigned by the President.

Paragraph 3. Recording Secretary. The Recording Secretary shall be responsible for the minutes of each Board meeting and for keeping accurate administrative, legal, and archival records.

Paragraph 4. Corresponding Secretary. The Corresponding Secretary shall be responsible for all correspondence such as phone communications, emails, e-newsletters, letters, invitations, and the Annual Report.

Paragraph 5. Treasurer. The Treasurer shall be responsible for the corporation's financial recordkeeping and financial reporting both to this Board and to the IRS and grantors.

Article V. Staff

Section 1: Executive Director.

Paragraph 1. The Executive Board of Directors shall have the discretion to hire an Executive Director who will be responsible for carrying out the everyday work of The Fund in accordance with these bylaws, the job description, and board policies as adopted by the Board.

Paragraph 2. Duties. This position shall include, but is not limited to phone communications, emails, contributing to e-newsletters and the Annual Report, (both to be approved by the President), meeting with clients, partners and donors, finding and writing grants applications, and scheduling tabling and outreach events with the Outreach Coordinator

Paragraph 3. Compensation. Compensation and working hours shall be determined by the Executive Board.

Section 2: Outreach Coordinator.

Paragraph 1. The Outreach Coordinator shall report to the Executive Director and President of the Board. This position is part-time and MUST be flexible as to hours of the day and number of hours per week.

Paragraph 2. Duties. The Outreach Coordinator shall be responsible for seeking outreach possibilities, doing tabling events, presentations, and any call for the Fund to be publicly present. They are expected to respond promptly to emails and phone calls.

Paragraph 3. Compensation. Compensation and working hours shall be determined by the Executive Board.

Article VI. Committees

Section 1: Standing Committees.

Paragraph 1. There shall be an Executive Board consisting of all officers. This Committee shall be responsible for approving expenditures in the amounts of $2000-$5,000.

Paragraph 2. There shall be an Advisory Committee consisting of any past Board Members whose terms have expired and any professionals needed for expert advice. The purpose of this board is to scout for potential new board members, advise the Board, when necessary, of potential conflicts of interest, violations, possible new programs, helpful advice of any kind. This Committee can request a meeting with the Executive Committee at any time and vice versa.

Section 2: Other Committees.

Paragraph 1: Additional committees, standing or otherwise, shall be created and terminated by majority vote of the Board of Directors when deemed necessary.
Committees shall have not less than one board member and the Executive Director.

Article VI. General Provisions

Section 1. Status Under Law. The Fund is a non-profit corporation as defined under Section 501(c)3 of the Internal Revenue Service Code of 1986 (as amended). The Fund shall operate within the laws of the State of Maryland and of the United States, as applicable. The Fund shall not participate in any activities or programs not permitted under 501(c)3 regulations.

Section 2. Distribution of Assets. No part of the net earnings of The Fund shall inure to the benefit of any officer, member of the Board of Directors or committee members with the exception of professional services rendered to the corporation by said member or office.

Section 4. Dissolution. Upon a two-thirds vote of the Board of Directors, and after paying all outstanding obligations, liabilities and debts of the corporation, The Fund may cease operation and distribute any remaining assets. Assets must be distributed to a non-profit organization of like mission.

Section 5. Modification of By-Laws. These By-Laws may be amended or repealed by a two-thirds vote of the Board of Directors at any regular meeting or special meeting called for that purpose. The By-Laws may be changed by either in-person or distance meeting.

Section 7. Conflict of Interest. No officer or director shall vote on, or take part in discussions on, any matter in which he or she may be construed as having a direct financial interest.

Section 8. Indemnification. The Fund may indemnify Directors, Officers, employees and agents of The Fund to the fullest extent required or permitted by the General Laws of Maryland.

Section 9. Fiscal Year. The fiscal year of The Fund shall be from January 1st to December 31st.

Section 10. Nondiscrimination. The organizations, Officers, Directors, employees and any other persons serving The Fund shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin, sexual orientation and political or religious opinion or affiliation.

Section 11: The Board of Directors may, at any Meeting, vote on procedures to authorize the disbursement of funds. The Board may set a limit on the amount of money the President may authorize, require the Executive Committee to approve an amount, and set an amount that will require approval of the Board. Any recurring expenses that have the approval of the Board, or are required by law, shall not require further approval by the Board.

Adopted by the Board of Directors this 10th day of May, 2009.
Revised by the Board of Directors this 1st day of August, 2011.
Revised by the Board of Directors this 2nd day of September, 2013
Revised by the Board of Directors this 5th day of June, 2014
Revised to update Officer and Director list this 5th day of October, 2019
Revised and adopted this 6th day of June, 2020

Revised and adopted this 4th day of September, 2021
Revised and adopted this 10th day of July, 2024

Signatures:

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Kim A. Klump, President Dated

Kathleen Bassett , Vice President Dated

Ronald Pilling, Corresponding Secretary Dated

Stacey Norton, Recording Secretary Dated

Edward Tudor, Treasurer Dated

Jen Rice, Director Dated

Donna Black, Director & Social Media Dated

Leah J. Klump, Director Dated

Tiffany Barry, Director Dated

I, the undersigned, being Recording Secretary of The Fund, hereby certify that the above is a true, complete and accurate copy of the By-Laws of The Jesse Klump Memorial Fund, Inc. as adopted or subsequently amended by the Board of Directors.

Stacey Norton, Recording Secretary Dated