

## **Bylaws**

### **The Children of the American Revolution Alumni Foundation**

Adopted April 19, 2013, Amended April 21, 2022

#### **Article I. Name**

The name of the organization shall be "The Children of the American Revolution Alumni Foundation" (herein referred to as "CARAF").

#### **Article II. Purpose**

The purpose of CARAF is to support the activities of the National Society Children of the American Revolution (N.S.C.A.R.) by providing financial donations and active alumni participation in the educational programs for N.S.C.A.R. on the national, regional, state, and local levels.

#### **Article III. Membership**

The membership of CARAF is open to all former N.S.C.A.R. members.

A Board of Directors (herein referred to as "BOD") shall be elected by the membership, as outlined in Article V.

Changes to any membership dues of CARAF shall be determined by a vote of the membership at the Annual Meeting.

#### **Article IV. Board of Directors**

The Board of Directors of CARAF shall consist of the following officers: President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.

Officers shall serve for a term of two (2) years or until their successors are elected. More than half of a term shall be considered a full term.

In the case of vacancy on the BOD, the remaining members of the BOD shall elect a qualified individual to fill the board member's unexpired term.

#### **Article V. Elections**

**Section 1.** The BOD shall be elected by the general membership of CARAF. Voting for the BOD shall take place at the Annual Meeting and shall be by acclamation, unless a ballot vote is requested. If there is more than one candidate for an office, voting will be by ballot.

Any member of CARAF shall be eligible to hold office.

**Section 2.** The President shall appoint a Nominating Committee of three (3) members, including the Chairman, not less than sixty (60) days prior to the Annual Meeting during which an election is to be held.

The consent of the candidate to run shall have been obtained. The Nominating Committee shall present a slate of nominees for the Board of Directors with no less than one (1) and no more than two (2) candidates per office to the General Membership no later than thirty (30) prior to the Annual Meeting.

Any member of CARAF may run for a board position, upon nomination from the floor at the Annual Meeting. The consent of the candidate to run shall have been obtained prior to nomination from the floor.

#### **Article VI. Committees**

The Permanent Committees of CARAF shall be: Finance, Membership, N.S.C.A.R. Liaison, and Web site.

The BOD may establish other committees, either permanent or ad hoc, to include Bylaws Review and Nominating, as needed.

The President shall appoint the Chairman of each committee.

#### **Article VII. Meetings**

**Section 1.** The Annual Meeting of CARAF shall be held in conjunction with the N.S.C.A.R. National Convention ~~at the same facility as the N.S.C.A.R. National Convention.~~

Meetings of the General Membership or the BOD may be called by the President, as needed. A quorum must be in attendance to conduct business of CARAF.

A quorum is defined as three (3) members of the BOD, or eight (8) members including a member of the BOD.

At least thirty (30) days notice shall be given to the General Membership for all General Membership meetings.

**Section 2.** Meetings of the BOD, other than the Annual Meeting, may be conducted by telephone conference call or other electronic means, provided that all participating members can hear and respond to all communication in real time during the meeting.

#### **Article VIII. Finances**

**Section 1.** The BOD shall establish a checking account at a Federal Deposit Insurance Corporation (FDIC) bank for the purpose of conducting business transactions. Savings accounts or other bank accounts shall be established as the BOD directs. The treasurer shall report in a gap analysis format the income and expenses of CARAF on a quarterly basis to the BOD and make available copies of the report for the BOD.

At the Annual Meeting the Treasurer shall report on the condition of CARAF in the form of the annual financial statement of the most recent fiscal year of operations. The fiscal year of CARAF shall run from January 1 to December 31.

**Section 2.** The BOD is charged with the responsibility of establishing funds and the investment of said funds to maximize the return on investment, in order to provide the N.S.C.A.R. with additional operating revenue. CARAF shall limit the expenses of the foundation to thirty-five percent (35%) of collected revenue annually. The BOD shall have the responsibility of providing funds to the N.S.C.A.R., or other organizations, as deemed worthy.

#### **Article IX. Corporate Status**

CARAF is incorporated in the State of Florida as a not for profit organization.

#### **Article X. Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern CARAF in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

#### **Article XI. Amendments**

These Bylaws may be amended at any Annual Meeting by a two-thirds vote, a quorum being present, provided that the proposed amendment has been sent to each member of the BOD and made available to the General Membership at least thirty (30) days prior to the Annual Meeting, and further provided that the amendment has been proposed by the BOD or by a Bylaws Review Committee authorized by the BOD.

#### **Article XII. Dissolution**

Although the period of duration of CARAF is perpetual, as long as the N.S.C.A.R. still exists, if for any reason CARAF wishes to disband, it shall be dissolved or otherwise terminated by a ballot vote of all members of the BOD. Upon the dissolution of CARAF, all funds remaining in the treasury shall be forwarded to the Senior National Treasurer of the N.S.C.A.R. for use in the general operating fund, assuming N.S.C.A.R. maintains IRC 501(c)(3) status. Any such assets not so disposed of shall be disposed of by the United States District Court of the District of Columbia, exclusively to such organization or organizations as said Court shall determine, which are organized and operated within the meaning of IRC 501(c)(3), with purposes and objectives consistent with those of CARAF. No part of the property of CARAF or any of the proceeds shall be distributed to or inure to the benefit of any of the officers or members of CARAF.