

SECTION 4: EXECUTIVE DIRECTOR

The President shall serve as Executive Director for the Board of Directors. The Executive Director shall insure that the Corporation bylaws are executed by preparing appropriate agendas to accomplish the objectives of the Corporation. The Executive Director shall insure all reports and committee responsibilities have been requested from the appropriate members. He/She informs all members of regular or special Meetings. The Executive Director (or Secretary) shall have custody of the Seal of the Corporation and shall have authority to cause such Seal to be affixed to or otherwise reproduced upon all official documents. The Executive Director of the Board may be nominated by the Board and subsequently elected to serve as President of the Board by an affirmative majority vote of the Board.

SECTION 5: PRESIDENT

The president of the Corporation shall preside at all Meetings of the Board. He/She shall enforce the rules and bylaws of the Corporation and nominate committee and subcommittee chairpersons for confirmation by the Board. The president shall serve as an exofficio member of all committees and subcommittees.

SECTION 6: VICE PRESIDENT

The Vice President shall perform the duties and exercise the powers of the President during the absence and disability of the President.

SECTION 7: SECRETARY

The Secretary shall be responsible for keeping all documents and records of the Corporation including, but not limited to, recording minutes of all Meetings of the Board. The Secretary (or Executive Director) shall have custody of the Seal of the Corporation and shall have authority to cause such Seal to be affixed to or otherwise reproduced upon all official documents. The Secretary may, with the approval of the Board, request the Executive Director to record, prepare, and distribute the Board minutes.

SECTION 8: TREASURE

The Treasure shall maintain or cause the financial records of the Corporation to be maintained. In addition the Treasure shall prepare or cause to be prepared a financial report on a quarterly basis for the Board of Director. The Treasure shall receive or make provision for the receipt of funds, disburse monies as have been approved by the Executive Director or Board and are due payable. The Treasurer shall be bonded throughout his/her term as Treasurer, and this bond shall be in any amount exceeding the total value of funds controlled by the Treasurer during his/her term of office.

ARTICLES IV COMMITTEES

SECTION 1: EXECUTIVE COMMITTEE

There shall be an Executive Committee composed of the officers of the Corporation for the purpose of transacting crisis business. The Executive Committee shall meet at the call of the President or any three officers. All action taken by the Executive Committee shall be subject to ratification by the Board of Directors, which if circumstances warrant may be done by telephone or electronic mail. Otherwise the action will be ratified at the next regular Board Meeting. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business by the Executive Committee. The Executive Committee shall present an Annual Statement to the entire Board of Directors detailing the business and condition of the Corporation.

SECTION 2: COMMITTEES

Except as otherwise stated in these bylaws, the President shall appoint the members and designate the Chair of Standing and other Committees. The Chairperson of each Standing Committee must be a member of the executive Committee unless approved by the Executive Committee.

SECTION 3: STANDING COMMITTEES

(a) Fund Raising Committee: There shall be a Fund Raising Committee whose responsibilities shall include planning for the solicitation of contributions in support of the Corporation's purposes.

(b) Public Information Committee: There shall be a Public Information Committee whose responsibilities shall include planning a program to gain understanding and acceptance of the Corporation by the community.

(c) Nominating Committee: There shall be a Nominating Committee whose responsibilities shall be to nominate Corporation members at each Annual Meeting or to nominate Corporation members to fill vacancies as they occur.

(d) Special Committees: Special Committees may be appointed by the President with the concurrence of the Board of Directors for such tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which created and appointed, and shall have no power to act except such as is specifically conferred by action of the Board of Directors. Upon completion of the task for which appointed, such Special Committee shall stand discharged.

ARTICLE V MEETINGS

SECTION 1: GENERAL

The members of the Corporation shall meet 3 times a year to conduct the business of the Corporation.

SECTION 2: FISCAL YEAR

The Fiscal year for the Corporation shall be from October 1 through September 30.

SECTION 3: MEETING DATES

(a) Meeting dates will be the first Thursday of every quarter (October, February, June). If the first Thursday is a holiday, the Meeting will be held on the first working day after the holiday. Dates may be changed by a majority vote of the board.

(b) The Annual Meeting of the Board of Directors shall be the September Meeting. The purpose of the Annual Meeting shall be to elect any new officers, appoint committees if needed, approve annual budget and FY past report.

(c) Special Meetings of the Board of Directors may be called by the President, or at the written request of three (3) of the members of the Board. The President, Secretary, or Executive Director shall give oral or written notice of time and location of each such Meeting to each member of the Board at least five (5) days prior to the Meeting; however, if all Trustees waive the advance notice requirement either orally or in writing to the person issuing the notice, a Board Meeting may be held at any time. Any action which might be taken at a Meeting of the Board of Trustees may be taken without a meeting if a Record of Memorandum thereof be made in writing and signed by all the Members of the Board and filed with the secretary and made a part of the Corporation records.

SECTION 4: MEETING PLACE

The Board of Directors shall normally meet at a restaurant chosen by the President, members of the Board or advisors, unless determined otherwise by a majority vote of the Board.

SECTION 5: ORGANIZATION OF MEETINGS

(a) The President shall call the Meeting to order, call for minutes and their approval or revision, call for treasurer's report and its approval or revision and maintain the order of the Meeting according to Robert's Rules of Order. The President shall adjourn the Meeting.

(b) The Executive Director shall present the business of the Meeting to the Board, including both old and new and committee reports when appropriate.

(c) The Secretary shall record the proceedings of the Meeting or make provision for the recording of the Meetings as outlined in Article III, Section 6. Minutes of the Meeting shall be distributed to all members of the Board of Directors within one week of the Meeting.

(d) A simple majority of the number of the Board of Directors shall constitute quorum for the transaction of business by the Board. If less than a quorum is present, a majority of those present may adjourn the Meeting from time to time until a quorum shall be present.

(e) At each Meeting of the Board of Directors, each member present shall be entitled to one vote. All elections shall be had, all questions decided and all business transacted by a majority vote of such quorum except for amendments to the bylaws, which must be carried by a 2/3rd majority vote.

(f) Advisors, chosen by the Board of Directors, may attend all meetings and have a voice in a meeting but not a vote.

ARTICLE VI **EXECUTION OF CONTRACTS**

Except as otherwise required by stature, the Certificate of Incorporation or these bylaws, any contracts or other instruments may be executed and delivered in the name and on behalf of the Corporation by such officer or officers (including any assistant officer) of the Corporation as the Board may from time to time direct. Such authority may be general or confirmed to specific instances as the Board may determine. Unless authorized by the Board or expressly permitted by these bylaws, an officer or agent or employee shall not have any power or authority to bind the Organization by a contract or engagement or to pledge its credit or to render it financially liable for any purpose or to any amount.

ARTICLE VII **LOANS**

The Board of Directors (Trustees) may, from time to time authorize by resolution the officers to effect loans and advances from a corporation or bank, trust company or other institution or from any firm corporation or individual, and for such loans and advances, may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation, but no officer or officers shall mortgage, pledge, hypothecate or transfer any securities or other property of the Corporation, except when authorized by the Board.

ARTICLE VIII
CHECKS, DRAFTS, ETC.

All checks, drafts, bills of exchange or other orders for the payment of money or of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed by the Executive Director and/or by the President on behalf of the Corporation and in such manner as shall from time to time be authorized by the Board.

ARTICLE IX
DEPOSITS

All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may designate or as may be designated by any officer or officers of the Corporation to who such power of designation may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, and other order for the payment of money which is payable to the order of the Corporation and be endorsed, assigned and delivered by any officer or agent of the Corporation, or in such other manner as the Board may determine by resolution.

ARTICLE X
GENERAL AND SPECIAL BANK ACCOUNTS

The Board may, from time to time, authorize the opening and keeping of general bank accounts with such banks, trust companies or other depositories, which are Federally insured, as the Board may designate or as may be designated by any other officer or officers of the Corporation to whom such power of designation may from time to time be delegated by the board. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these by laws, as it may deem expedient.

ARTICLE XI
NONPROFIT OPERATIONS AND DISTRIBUTION OF PROCEEDS

The Corporation shall not be operated for a profit. There shall be no distribution of cash or property by way of interest of dividends to any member of the Corporation of whatsoever character of description except that the Corporation may pay reasonable compensation for services rendered. The balance of all money received by the Corporation, after payment of all debts and obligations of the Corporation of whatsoever kind of nature, shall be used and distributed exclusively for carrying out only the proposes of the Corporation; provided, however, the board cannot use and/or distributed or spend more than one-half (1/2) of the funds of the Corporation on the books of the Corporation at the beginning of the Corporation's Fiscal Year plus no more than one-half (1/2) of the funds raised by the Corporation during such Fiscal Year, exclusive of interest; provided, further, however, earmarked contributions are specifically excluded from this limitation.

ARTICLE XII
EXECUTIVE COMMITTEE'S ANNUAL STATEMENT

The Executive Director shall present at each Annual Meeting a full, clear and detailed statement of the business and condition of the Corporation, duly audited as appropriate by a firm of certified public accountants designated by vote of the Board.

ARTICE XIII
CONTRIBUTIONS

The Board of Directors shall have the power and discretion to accept or reject contributions and shall have the power to determine whether or not contributions may be designated and earmarked for specific purposes; provided, however, all contributions designated or otherwise shall be used for a lawful use and within the purpose of the Corporation and shall not constitute a use which would cause the Corporation to loose its tax-exempt status.

ARTICLE XIV
BYLAWS

SECTION 1: NOTICES

Whenever any notice is required by these bylaws to be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient of given by depositing the same in a post office box in a sealed postpaid wrapper, addressed to the person entitled thereto at his/her last known post office address, and such notice shall be deemed to have been given on the day of such mailing. The person entitled thereto may waive any notice required to be given under these bylaws.

SECTION 2: AMENDMENTS

These bylaws may be amended or repealed, or new bylaws may be adopted, by an affirmative vote of two-thirds of all persons then serving on the Board of Directors of the Corporation at any Annual or Special Meeting of the Board of Directors, provided that notice of the intention to amend, repeal or make addition to the bylaws was contained in notice of the Meeting. Such notice shall be given at least five (5) days prior to the Meeting.

ARTICLE XV

APPROVAL

The forgoing bylaws, after having been read Article by Article, were adopted by the Board of Directors and certified by the Secretary of CITY OF QUINCY FOUNDATION OF EDUCATION, SPORTS, AND MENTORSHIP, Corp., at the Board Meeting held on the ____ day of _____, Year X

Secretary,

President, Mr/Ms X

City of Quincy Foundation of Education, Youth Sports, and Mentorship

Conflict of interest policy

1. Purpose

The purpose of this policy is to help board members of **City of Quincy Foundation of Education, Youth Sports, and Mentorship** to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of [insert name of charity] and manage risk.

2. Objective

The **City of Quincy Foundation of Education, Youth Sports, and Mentorship Board of Directors** (called the 'board' in this policy) aims to ensure that board members are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of **City of Quincy Foundation of Education, Youth Sports, and Mentorship**.

3. Scope

This policy applies to the board members of **City of Quincy Foundation of Education, Youth Sports, and Mentorship**.

This Policy shall also apply to all supervisors and management figures.

4. Definition of conflicts of interests

A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of the charity. Personal interests include direct interests as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder). It also includes a conflict between a board member's duty to **City of Quincy Foundation of Education, Youth Sports, and Mentorship** and another duty that the board member has (for example, to another charity). A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the charity and must be managed accordingly.

5. Policy

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to the charity if they are openly and effectively managed. It is the policy of the [insert name of charity] as well as a responsibility of the board, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to **City of Quincy Foundation of Education, Youth Sports, and Mentorship**

City of Quincy Foundation of Education, Youth Sports, and Mentorship will manage conflicts of interest by requiring board members to:

- avoid conflicts of interest where possible
- identify and disclose any conflicts of interest
- carefully manage any conflicts of interest, and
- follow this policy and respond to any breaches.

5.1 Responsibility of the board

The board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across the charity
- monitoring compliance with this policy, and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

The charity must ensure that its board members are aware of the ACNC governance standards, particularly governance standard 5, and that they disclose any actual or perceived material conflicts of interests as required by governance standard 5.

5.2 Identification and disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into **City of Quincy Foundation of Education, Youth Sports, and Mentorship's** register of interests, as well as being raised with the board. Where all of the other board members share a conflict, the board should refer to governance standard 5 to ensure that proper disclosure occurs. The register of interests must be maintained by **the Secretary of City of Quincy Foundation of Education, Youth Sports, and Mentorship**, and record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

Confidentiality of disclosures

Disclosed information shall be limited to Board Members, Legal Advisor, and Management Team.

6. Action required for management of conflicts of interest

6.1 Conflicts of interest of board members

Once the conflict of interest has been appropriately disclosed, the board (excluding the board member disclosing and any other conflicted board member) must decide whether or not those conflicted board members should:

- vote on the matter (this is a minimum),
- participate in any debate, or
- be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a board member from regularly participating in discussions, it may be worth the board considering whether it is appropriate for the person conflicted to resign from the board.

6.2 What should be considered when deciding what action to take

- In deciding what approach to take, the board will consider whether the conflict needs to be avoided or simply documented
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making
- alternative options to avoid the conflict
- the charity's objects and resources, and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the charity.

The approval of any action requires the agreement of at least a majority of the board (excluding any conflicted board member/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the register of interests.

7. Compliance with this policy

If the board has a reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances.

If it is found that this person has failed to disclose a conflict of interest, the board may take action against them. This may include seeking to terminate their relationship with the charity.

If a person suspects that a board member or a member of management has failed to disclose a conflict of interest, they shall immediately, and in writing report all suspected information to at least (3) governing members and a member of management connected to the discovering members chain of command.

Contacts

For questions about this policy, contact the board or **[person/role]** by **[contact details]**.