

**.ORG Foundation  
PO BOX 91  
GARRISONVILLE, VA 22463**

BY-LAWS

**ARTICLE I – NAME and PURPOSE**

Section 1. Name: The name of this corporation is .ORG Foundation (pronounced “dot org foundation”) and herein after referred to as .ORG Foundation.

Section 2. Mission and Purpose: .ORG Foundation is organized and shall operate as a public charity within the definition of Section 501 (c) (3) of the Internal Revenue Code of 1986 (herein called the “Code”) and its regulations as they now exist or as they may hereafter be amended. The purpose of .ORG Foundation is to assist wounded American military service members and their families. .ORG Foundation will assist wounded American service members undergoing rehabilitation as a result of combat or training related injuries as well as their families with financial and logistical support aimed at accommodating the environment of the injured troops to their maimed condition. .ORG Foundation will partner with and support other 501 (c) (3) organizations dedicated to supporting wounded American troops. This partnership and support shall be in the form of mutual projects or exchanges that benefit wounded American service members.

Section 3. Activities: The Corporation shall only engage in activities related to the above purposes that fall within the purview of its not-for-profit status under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any prior or future law. No part of the net earnings of the Corporation shall inure to the benefit of any of its members or any other individual; and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 4. Dissolution: Upon dissolution of the .ORG Foundation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to a federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 5. Meetings: All meetings will be conducted according to a unanimous consent rule and the President shall be responsible for seeing that meetings proceed properly and are carried out in an orderly fashion.

**ARTICLE II – MEMBERSHIP**

Section 1. Members: Membership shall be opened to any person or organization that subscribes to the mission of .ORG Foundation and that pays the lifetime non-reimbursable membership fee of \$1.00 (one U.S. dollars) to join the organization. Requests to become a member of .ORG Foundation shall be submitted to the organization by mail or online and shall be approved by the board once the interested individual or entity agrees with .ORG Foundation’s bylaws and pays their \$1.00 lifetime non-reimbursable membership fee. .ORG Foundation shall provide all its approved members with a membership notification.

Section 2. Dues: The lifetime non-reimbursable membership fee of \$1.00 shall be paid upon joining .ORG Foundation. There shall be no other dues associated with membership with .ORG Foundation. Financial contributions from members to the foundation shall be optional and voluntary.

Section 3. Meetings: An annual membership meeting shall be held once a year, between the last week of the month of December and the first week of the month of January. Other membership meetings or events may be called by the Board. A written notice of the meeting shall be sent to all members not less than 30 days but not more than 90 days in advance.

**ARTICLE III - BOARD OF DIRECTORS**

Section 1. General Powers and Responsibilities: .ORG Foundation shall be governed by a Board of Directors (herein after referred to as the "Board"). The Board shall establish policies and directives governing the business programs of the organization subject to these By-Laws and any policies enumerated by the Board.

Section 2. Number, Tenure and Qualifications: The number of voting Board members shall be at least two (2), but no more than five (5). Each Board member shall be elected to a term of five (5) years and may be reelected. There is no limit on the number of consecutive terms that a Board member can serve. Unexpired terms on the Board of Directors may be filled by unanimous Board vote as necessary.

Section 3. Regular and Special Meetings: Regular board meetings are held no less than one (1) time a year, at a time and place designated by the President. Special meetings may be called by the President with fourteen (14) days notice to the Directors. All notice of special meetings must include the purpose of the meeting and the items which will be discussed. Advisement by letter, e-mail or phone shall serve as adequate notice. Phone conferences or electronic devices may be employed when Directors cannot attend meetings in person.

Section 4. Proxy: A Board member who is unable to attend a meeting of the Board or a Committee may vote by proxy given to any other voting member of the Board or Committee who is in attendance at the meeting in question. No proxy shall be valid thirty (30) days from the date of execution.

Section 5. Quorum: The presence, in person or by proxy, of 50 percent +1 of the entire Board of Directors of the organization shall be necessary to constitute a quorum at any meeting of the Board. In absence of the quorum, decisions may be made by a unanimous consent of Board members present and voting. The decisions will then be emailed/mailed to the remaining Board for vote by proxy.

Section 6. Removal or Resignation: A Board member may resign at any time by giving written notice to the Board through the President. Any Board Member may also be removed for cause by a unanimous vote of the Board. Prior to termination of a Board Member, the President (or his/her designee) shall contact the member and discuss the termination. All terminations shall be confirmed by the Board following this contact.

Section 7. Compensation: Board Members will not receive compensation other than reasonable expense reimbursement.

Section 8. Advisory Board and Honorary Board Members: The Board may ask persons with particular expertise or interest in the purpose of .ORG Foundation to become members of the non-voting Advisory Board. Persons who have given exceptional service to the organization may be named as non-voting Honorary Board Members. Members of the Advisory or Honorary board are encouraged to attend, whenever possible, any meetings of the voting board.

#### **ARTICLE IV – OFFICERS**

Section 1. Number, Tenure and Qualifications: The officers of .ORG Foundation shall consist of a president, a vice-president, a secretary and a treasurer, each of whom shall be a voting Board member at the time of nomination. Officers will be elected by unanimous consent of the Board of Directors at the annual membership meeting. Officers are elected to serve five (5) year terms and may be reelected.

Section 2. Removal of Officers: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in their judgment the best interests of .ORG Foundation would be served. A unanimous vote of the Board is required for removal of an officer.

Section 3. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the voting Board for the unexpired portion of the term.

Section 4. President: The President shall be the principal officer of .ORG Foundation and, subject to the actions of the Board, shall oversee the affairs of the organization. The President shall preside at all meetings of the Board, will sign documents authorized by the Board, make committee assignments, and give direction to any professional staff. The President shall also serve as the organization's Spokesperson and shall be responsible of managing all public relations.

Section 5. Vice-President: In the absence of the President, the Vice-President shall perform the duties of the President and such other duties as from time to time may be assigned by the President or by the Board.

Section 6: Secretary: The Secretary shall keep the minutes of all meetings of the Board, see that all notices of meetings are sent in a timely fashion; be the custodian of the organization records; receive and respond to all mail of the organization; provide a receipt for all monetary donations to the organization; and perform other duties as from time to time may be assigned by the President or by the Board.

Section 7: Treasurer: The Treasurer shall collect and receive all monies due or belonging to the organization. He/she shall deposit the same in a bank or other depository designated by the Board of Directors in the name of .ORG Foundation. The Treasurer will oversee the disbursements of the organization, and will obtain a second signature on any disbursement which exceeds \$1,000. The Treasurer shall keep or cause to keep an accurate record of all receipts and disbursements of the organization, and perform other duties as from time to time may be assigned by the President or by the Board.

An annual report of cash receipts and disbursements will be prepared at the end of each fiscal year; the report will report all changes to restricted and unrestricted assets. Other financial reports will be prepared if they are requested by a member of the Board. The books shall be open to inspection by any member of the Board at all times. Financial reports will be available to any who request them with reasonable reimbursement of reproduction and mailing costs.

The Treasurer shall cause the preparation of all tax returns required by law

#### **ARTICLE V – COMMITTEES**

Section 1. Committees: All committees shall be appointed by the Board and shall consist of members in good standing of the organization. Standing and Ad Hoc committees will be appointed as they are needed. The list of standing committees may include, but is not limited to: the Individual Service Member Committee and the Coalition for Wounded Veterans Committee.

Section 2. Term of Service: All committee appointees will serve for one (1) year. Committee members may be reappointed to serve consecutive terms.

#### **ARTICLE VI – NOMINATION AND ELECTIONS**

Section 1. Nomination: The Board, by unanimous consent shall select 100% (one hundred percent) of the Directors and Committee Chairs. New officials shall assume functions at the end of the annual meeting.

Section 2. Vacancy: The President of .ORG Foundation shall assume the functions of any vacant position or appoint temporary officers to assume those functions up to next annual Board of Directors meeting during which elections shall be held for those positions.

#### **ARTICLE VII – FISCAL ADMINISTRATION**

Section 1. Fiscal Year: The fiscal year shall begin on January 1 and end on December 31.

Section 2. Accounting Methods: The financial records of the Association shall be maintained on the cash basis, and an annual report of cash receipts and disbursements will be prepared for each fiscal year.

Section 3. Appointment of Financial Depository: All funds will be deposited into financial institutions approved by the Board. If an additional account is needed when a meeting is not scheduled, the treasurer will notify the Board members by e-mail or by telephone to seek their approval of the change.

Section 4. Required Signatures: There shall be two (2) approved signatures maintained for every financial account. They shall include the Treasurer and the Secretary. If a disbursement exceeds \$1,000.00, two (2) signatures shall be required.

Section 5. Audit Requirements: When annual revenue exceeds \$25,000 per year for three consecutive years, an audit of the organization's books and accounts shall be performed by a licensed CPA (non-Board member) on at least a bi-annual basis. If a firm financial funding source requires an audit, one shall be conducted to comply with the requirements.

Section 6. Restricted Funds: .ORG Foundation may accept temporarily and permanently restricted donations that support the purposes of the organization enumerated in Article 1, Section 2. Financial records of these donations will be maintained in accordance with financial accounting standards and all laws and regulations. All financial reports will report encumbered and unencumbered funds available.

Section 7. Use of funds: All funds received by .organization, with the exception of expenses for printing, postage, and miscellaneous operating costs, shall be used to support wounded American troops undergoing rehabilitation as outline in Article I, Section 2. The funds may be placed in an endowment fund to be held solely for these purposes.

Section 8. Independent Review: An independent review of the financial records by a licensed CPA (non-Board Member) may be conducted at any time at the Board's discretion.

Section 9. Internal Review: An internal review of cash receipts and disbursements shall be conducted annually. To this end, the organization's financial record will be disclosed to all Board members for an independent assessment of the financial state of the organization.

Section 10. Conflict of Interest Policy: The Board may authorize officers to solicit third parties, including independent contractors for the purpose of providing .ORG Foundation with services that .ORG Foundation cannot provide for itself because of logistical, technical, or time constraint reasons. Such authority relates to the conduct of business and affairs of the organization and may be limited or general. All agreements and between .ORG Foundation and a third party shall:

- Avoid any conflict of interest that may exist between .ORG Foundation, its members and or officers and the third party contracted. A conflict of interest includes:
  - Instances in which the third party contracted by .ORG Foundation is a member of the organization or an individual or company related to a .ORG Foundation's member.
  - Instances in which the third party contracted by .ORG Foundation receives compensation from an organization that is related to .ORG Foundation through common control.
- Be arranged and approved by the Board prior to the payment of any compensation.
- Be based on actual market value. Actual market value is determined by basing .ORG Foundation's contractor's compensations on information about compensation paid by other organizations similar to .ORG foundation for similar service(s).
- Be recorded in writing in the form of a document that includes the date and terms of the approved compensation arrangements.

The Board also reserves the right to review agreements between .ORG Foundation and any third party.

#### **ARTICLE VIII – INDEMINITY OF OFFICERS AND MEMBERS**

Each officer and members shall be indemnified by the organization against liabilities, fines, penalties and claims imposed upon or asserted against them by reason of their having served, except in relation to acts for which there has been an adjudication of liability due to gross negligence or willful misconduct.

#### **ARTICLE IX – MISCELLANEOUS**

Section 1. Seal: The seal of the Association shall contain the name of the organization and shall be in such form as may be approved by the Board.

Section 2. Amendments to the By-Laws: These by-laws may be amended at any meeting by a majority vote of the Board of Directors provided that the amendment has been submitted to all members of the organization in writing at least ten days prior to voting.

**The foregoing By-Laws were unanimously adopted by the Board on 5 August, 2012**

**Amended on 12 November, 2012**

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*Emily Eckman*