



NCSL FOUNDATION
For State Legislatures

BYLAWS

ARTICLE I

Name, Office and Registered Agent

Section 1. **Name.** The name of the Foundation shall be the NCSL Foundation for State Legislatures (the "Foundation").

Section 2. **Offices.** The principal office of the Foundation in the State of Colorado, unless otherwise determined by the Board of Directors, shall be located in the City and County of Denver. The Foundation may have such other offices either within or without the State of Colorado, as the Board of Directors may determine or as the affairs of the Foundation may require from time to time.

Section 3. **Registered Agent and Office.** The Foundation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose business office is identical with such registered office, as required by the Colorado Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Board of Directors

Section 1. **General Powers.** Subject to the limitations of these bylaws, the Articles of Incorporation, and the laws of Colorado, the affairs of the Foundation shall be managed, and all corporate powers shall be exercised by or under the direction of its Board of Directors. Directors need not be residents of the State of Colorado. No director, officer or member, or any agent of any such person, shall authorize or allow any corporate funds to be expended for any purpose other than as set forth in the Articles of Incorporation and no funds shall be expended to support or oppose any candidate for public office.

Section 2. **Number, Term and Qualifications.** The number of directors shall not exceed thirty-eight (38), consisting of the President, President Elect, Immediate Past President, Vice President, Staff Chair, Staff Vice-Chair, Immediate Past Staff Chair of the National Conference of State Legislatures ("NCSL"), and at least six (6) current or former members of the NCSL Executive Committee and twenty-five (25) at-large members. Legislative members shall be current members of the legislature or full-time employees of a legislature. Directors shall take office immediately upon the close of the NCSL Legislative Summit and shall serve through the next following Legislative Summit or until their successors have been elected. Directors shall be eligible for reelection.

Section 3. **Nominations and Elections.** The Nominating Committee shall present candidates for the directors of the Foundation to the members of the Executive Committee. Additional nominations may be made from the floor by any member of the Executive Committee. Directors shall be elected by a plurality vote of the members of the Executive Committee.

Section 4. **Meetings of the Board.** A regular annual meeting of the Board of Directors shall be held without notice other than set forth by these bylaws, during the Legislative Summit of NCSL. The Board of Directors may provide by resolution, the time and place, whether within or without the State of Colorado for holding additional regular meetings of the Board without other notice than such resolution. Special meetings of the Board may be called by the President or at the request of any three directors, by notice mailed, delivered, telephoned or telegraphed to each member of the Board of Directors not less than seventy-two hours before the meeting is held.

Section 5. **Quorum of the Board of Directors.** At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of the business of the Foundation and any such business

* As amended at the March 5, 1988, NCSL Executive Committee Meeting, Sacramento, California; the August 6, 1989, NCSL Executive Committee Meeting, Tulsa, Oklahoma; the December 1, 1989, NCSL Executive Committee Meeting, Honolulu, Hawaii; the December 13, 1991, NCSL Executive Committee Meeting, Washington, DC; the December 11, 1992, NCSL Executive Committee Meeting, Washington, DC; the May 21, 1994 NCSL Executive Committee Meeting, Wilmington, Delaware; the January 14, 1996 NCSL Executive Committee Meeting, Monterey, California; August 12, 2001, NCSL Executive Committee Meeting, San Antonio, Texas and September 24, 2004, NCSL Executive Committee Meeting, Anchorage, Alaska; January 28, 2006, NCSL Executive Committee Meeting, Santa Barbara, California.

transacted shall be valid providing it is affirmatively passed upon by a majority of those present.

Section 6. **Voting.** The voting rights of a director shall not be delegated to another nor exercised by proxy.

Section 7. **Voting by Mail.** Actions taken by a mail ballot of the members of the Board of Directors in which at least a majority of such directors, in writing indicate themselves in agreement, shall constitute a valid action of the Board if reported at the next regular meeting of the Board.

Section 8. **Participation in Meetings by Telephone.** Members of the Board of Directors, or any committee of the Board, may participate in a meeting of the Board or of such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meetings.

Section 9. **Vacancies and Removal.** Any vacancy occurring on the Board of Directors shall be filled by the Executive Committee. A director so elected to fill a vacancy shall serve the unexpired term of the Director's predecessor. The Board of Directors may in its discretion, by affirmative vote of two-thirds of its members, remove any director for cause.

Section 10. **Per Diem and Expenses.** Directors and elected officers shall not receive any compensation for their services. The Board of Directors may authorize reimbursement for per diem and necessary expenses incurred by the Foundation President for fund raising activities.

ARTICLE III

Officers

The Immediate Past President of the National Conference of State Legislatures shall serve as the President of the Foundation and the Immediate Past Staff Chair shall serve as Secretary/Treasurer. If the Immediate Past President is no longer an elected legislator, the NCSL Executive Committee shall appoint a sitting legislator who is a current or former member of the Executive Committee or Foundation Board to serve as President of the Board. The appointee must be of the same political party as the Immediate Past President. If the Immediate Past Staff Chair is unable to serve as Secretary/Treasurer, the NCSL Executive Committee shall appoint a current or former legislative staff member of the Executive Committee or Foundation Board to serve as Secretary/Treasurer. The Board of Directors shall elect from its own membership a Vice President and

such other officers as the Board shall deem necessary. Officers shall take office immediately upon the close of

the NCSL Legislative Summit and shall serve through the next following Legislative Summit or until their successors have been elected.

ARTICLE IV

Duties of Officers

Section 1. **President.** The President shall serve as chairman of the Board of Directors, and shall also serve as a member, ex-officio, with the right to vote on all committees except the Nominating Committee. The President shall make all appointments of standing and special committees. At the Legislative Summit of the Foundation and at such other times as deemed proper, the President shall communicate to the members of the Board of Directors and the members of the NCSL Executive Committee such matters and make such suggestions as may in the President's opinion tend to promote the purposes and objectives of the Foundation. The President shall perform such other duties as are necessarily incident to the office of the President or as may be prescribed by the Board of Directors.

Section 2. **Vice President.** The Vice President shall perform such duties as the President or the Board of Directors shall delegate.

Section 3. **Secretary/Treasurer.** The Secretary/Treasurer shall be in charge of the Foundation's funds and records. The Treasurer shall collect all dues and assessments; shall establish proper accounting procedures for the handling of the Foundation's funds and shall be responsible for the keeping of the funds in such banks, trust companies and/or investments as are approved by the Board of Directors. The Treasurer shall report on the financial condition of the Foundation at regular meetings of the Board of Directors and the Legislative Summit. At the end of each fiscal year the Treasurer shall prepare and submit to the Board of Directors an annual report and an audit by a certified public accountant. The Secretary of the Foundation shall be responsible for the proper recording of proceedings of meetings of the Foundation, the Board of Directors and all committees.

Section 4. **Budget.** The Secretary/Treasurer shall be responsible for preparation of a proposed budget to be approved by the Board of Directors and submitted annually to the members of the Executive Committee. The Board of Directors may approve transfer of funds within the budget adopted or amend the budget based upon changed revenue projections during the course of

the fiscal year by a two thirds vote of the Board of Directors present and voting.

Section 5. **Delegation.** Such duties of the Secretary/Treasurer as may be specified by the Board of Directors may be delegated to the Executive Director or a designated staff member.

ARTICLE V

Membership

The Foundation shall have no members.

ARTICLE VI

Committees

Section 1. **Nominating Committee.** The Nominating Committee shall consist of the President and Staff Chair of NCSL, and the appointee of the President of the Foundation, and shall nominate candidates for the directors of the Foundation in accordance with Article II, Section 3 of these bylaws.

Section 2. **Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, to the extent provided in said resolution, which shall have and exercise the authority of the Board of Directors in the management of the Foundation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the Foundation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another entity authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Foundation, authorizing the voluntary dissolution of the Foundation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Foundation or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

Section 3. **Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the Foundation may be appointed by the President. Any member thereof may be

removed by the President whenever in his judgment the best interests of the Foundation shall be served by such removal.

Section 4. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VII

Executive and Staff

Section 1. **Appointment.** The Board shall employ an Executive Director whose terms and conditions of employment shall be specified by the Board.

Section 2. **Authority and Responsibility.** The Executive Director shall be the chief executive of the Foundation responsible for all management functions. The Executive Director shall manage and direct all activities of the Foundation as prescribed by the Board of Directors and shall be responsible to the Board. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Foundation and fix their compensation within the approved budget. The Executive Director shall define duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management in the best interest of the Foundation.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

Section 1. **Contracts.** The Board of Directors may authorize an officer or officers, agent or agents of the Foundation in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

Section 2. **Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. **Deposits.** All funds of the Foundation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. **Gifts.** The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest or devise for general purposes or for any special purpose of the Foundation.

Section 5. **Loans to Directors and Officers.** No loans shall be made by the Foundation to any of its directors and officers.

ARTICLE IX

Indemnification of Officers, Directors and Staff

Every director, officer or employee of the Foundation shall be indemnified by the Foundation against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon such individual in connection with any proceeding or settlement thereof to which he or she may become involved, by reason of his or her being or having been a director, officer or employee of the Foundation. This provision shall apply whether or not such individual is a director, officer or employee at the time such expenses are incurred, except when the director, officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of the duties of his or her office. In the event of a settlement this indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Foundation. This right of indemnification shall be in addition to and not exclusive of all other rights to which any director, officer, or employee may be entitled.

ARTICLE X

Books and Records

The Foundation shall keep at its principal office correct and complete books and records of accounts, written minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE XI

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Colorado Nonprofit Corporation act or under the provisions of the Articles of Incorporation or the bylaws of the Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

Fiscal Year

The fiscal year of the Foundation shall be determined by the Board of Directors.

ARTICLE XIII

Dissolution

Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Foundation dispose of all of the assets of the Foundation. The assets may be transferred to NCSL or its successor organization or to such tax-exempt organization operated exclusively for charitable, educational or scientific purposes as shall at the time qualify under section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future tax law) or to such organization that qualifies as an instrumentality of each, and all, of the states, or to the states themselves, as the Board of Directors shall determine.

ARTICLE XIV

Amendments

The bylaws may be amended or repealed by a plurality vote of the members of the NCSL Executive Committee present and voting at any regularly scheduled meeting of the NCSL Executive Committee. Amendments may be proposed by the Board of Directors of the Foundation on its own initiative or by members of the NCSL Executive Committee.

ARTICLE XV

Effective Date

These bylaws shall take effect when approved by the initial Board of Directors. However, they shall be presented to the NCSL Executive Committee for ratification at the first Legislative Summit.