



## **Grand Chain Family Foundation By-Laws**

### **ARTICLE I – NAME**

- 1.1. The name of this organization shall be the **Grand Chain Family Foundation**. Hereinafter referred to as the Foundation.

### **ARTICLE II - PURPOSE**

- 2.1 To promote unity and the continuing fellowship of the Barefield, Clay, Claypool, Henderson, McClelland, and Woolfolk (including variant name spellings) families and extended family or persons with a historical interest in the families. To create a supportive entity that promotes excellence in educational achievements and economic advancements. To promote initiatives addressing health issues that disproportionately impact African American communities. The Foundation shall engage in the discovery, preservation, compilation, publication, and dissemination of information pertaining to the history and heritage of the subject families. To fundraise and engage in activities aimed at providing for the support, maintenance, and increased historical awareness of the Ranney Hill Cemetery in Grand Chain, Illinois. The above purposes and attendant activities shall be accomplished without pecuniary profit to anyone directly or indirectly associated with the Foundation.
- 2.2 The general purposes for which this nonprofit organization has been established are set forth in the Articles of Incorporation. The organization is established within the meaning of the IRS Internal Revenue Code and shall be operated exclusively for the purposes as outlined in Section 2.1. In addition, this organization has been formed for the purposes of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. The organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

### **ARTICLE III – BOARD OF DIRECTORS**

- 3.1 The Foundation shall have a board of directors consisting of at least 6 and no more than 15 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.
- 3.2 **Powers & Compensation**

All corporate powers shall be exercised by or under the authority of the board and the affairs of the Foundation shall be managed under the direction of the board, except as



otherwise provided by law. The board receives no compensation other than reimbursement for reasonable expenses.

### 3.3 **Terms**

All directors shall be elected to serve a three-year term; however, the term may be extended until a successor has been elected. The Family Reunion Chair will only serve a two-year term. All terms may be served in succession except the Family Reunion Chair.

### 3.4 **Qualifications and Election of Directors**

To be eligible to serve as a director, the individual be 18 years of age. Directors may be elected at any board meeting by a majority vote of the existing directors. The election of directors to replace those who have fulfilled their term shall take place in January of each year. One director seat shall be reserved for the individual selected to Chair the Grand Chain Family Reunion. They will hold the seat until the first board meeting after the reunion has concluded.

### 3.5 **Vacancies**

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal. Unexpected vacancies that are the result of resignation, death, or removal shall be filled by a majority vote of the Board. They shall serve the balance of the term of the director being replaced.

### 3.6 **Removal of Directors**

Any member of the Board may be removed at any time for lack of performance or any other cause by the affirmative vote of two-thirds of the Board whenever, in their judgment, the best interests of the Foundation will be served by their removal. Board member(s) under consideration for removal will be notified in writing (email or postal mail) at least ten (10) days before the removal vote takes place. At that meeting, the director may present statements to the Board of Directors in an effort to retain the position.

### 3.7 **Board Meetings**

- (a) Regular Meetings – The Board shall hold a minimum of 4 meetings annually. During a year in which Grand Chain Family Reunion convenes, one of which must be held at the reunion. Directors shall be given 7 days advance notice for regular meetings and they can be notified via postal mail, email, text, or by telephone (call or text). Notice of the meetings shall specify the place, date, and time of the meeting, but not the purpose.



- (b) Special Meeting – Special Meetings of the Board may be called by the President, Treasurer, Vice-President, or Secretary, or any two other directors of the Board. Directors shall be given 2 days advance notice for special meetings, and they can be notified via email, text, or by telephone (call or text). Notice of the meetings shall specify the place, day, and time of the meeting, but not the purpose.
- (c) Voting - All decisions shall be passed by a simple majority (which shall mean greater than fifty percent) of those members casting a vote unless otherwise specified.
- (d) Quorum - A quorum for Board meetings is defined as fifty percent of directors plus one.

### **3.8 Officers**

The Officers of the Board of Directors shall consist of the President, Vice President, Recording Secretary, and Treasurer. Their duties shall be as follows:

- (a) President – It shall be the responsibility of the President to preside over all meetings of the Board of Directors and Executive Committee and enforce all rules as outlined in the by-laws; represent and speak for the Foundation at functions germane to the advancement of the Foundation; perform other functions and duties as may pertain to the office of the President subject to the advice and consent of the Board of Directors. The President shall see that all orders and resolutions of the Board are carried out to the effect intended. The President, at all times, is authorized to contract, receive, deposit, disburse (along with the signature of the Treasurer) and account for all funds of the organization, to execute in the name of the Foundation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Foundation, and to negotiate all material business transactions of the Foundation.
- (b) Vice President – It shall be the responsibility of the Vice President to act in the President’s absence or in the event of the President’s inability to act.
- (c) Recording Secretary – It shall be the responsibility of the Recording Secretary to be the custodian of all records and documents of the Foundation which are required to be maintained. The Recording Secretary shall keep records of the proceedings of business meetings; keep minutes on file and in hard copy and electronic format; sign required external notices of the Foundation and be the keeper of the Seal of the Foundation and all revisions of the Bylaws; read meeting minutes at each subsequent meeting and handle all formal external correspondence.



- (d) Treasurer – It shall be the responsibility of the Treasurer to keep records of all financial transactions. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Foundation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall prepare a monthly and an annual financial statement to be used for filing the organization’s IRS Form 990N or 990 (required once the organization has \$50,000.00 in receipts). The Treasurer shall render and provide copies of the itemized statements of all financial transactions to the members at each meeting. The Treasurer shall establish an account in a recognized banking institution in the name of the “Grand Chain Family Foundation” with the signatures of the President, Treasurer, and a third signer that will be decided by the Board. Two (2) of the three signatures will be required for check withdrawals over \$500. The Treasurer shall keep an accurate account of all deposits, donations, receipts, and disbursements. The Treasurer shall issue all disbursements with Grand Chain Family Foundation checks. The Treasurer shall provide financial information upon request from Board members.
- (e) Each officer shall be responsible for briefing incoming officers. Each officer shall perform all their duties with care, including reasonable inquiry, as an ordinary, prudent, and reasonable person would exercise under similar circumstances.
- (f) Executive Committee – The Executive Committee shall be the President, Vice President, Recording Secretary, and Treasurer. The Executive Committee shall have and may exercise all the authority of the Board in the management of the business and affairs of the Foundation between meetings of the Board or when no quorum is available. The Executive Committee shall cause the Recording Secretary to send to each member of the Board of Directors a summary report of the business conducted in any meeting of the Executive Committee.

### 3.9 Election of Officers

- (a) Election of Officers – Election of officers will take place in January of each year. Officer candidates can either be nominated by current board members or by self-nomination. Once the nomination is accepted, candidates will be elected by a majority vote of the board. Each elected officer will pledge to perform their duties to the best of their ability.
- (b) The President has the authority to appoint interim officers to fill vacancies. Presidential appointments must be approved at a subsequent board meeting.
- (c) Term of Officers -The term of office shall be for three years. Any officer appointed to fill a vacancy will serve for the balance of the term.



- (d) Candidates for any of the above-stated offices shall be members of the Board of Directors and must have attained the age of twenty-one (21) years old.
- (e) Services provided as officers of the Foundation or as members of committees of the Association shall be gratuitous service.
- (f) Removal of Officers - If an officer of the Board of Directors does not fulfill their duties as required in Article III Section 3.8, they will be removed from the office and the board following the procedures outlined in Section 3.6.

#### **ARTICLE IV CONFLICT OF INTEREST POLICY**

- 4.0 The purpose of the Conflict of Interest Policy is to protect the Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

##### *Restriction on Interested Directors*

None of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Foundation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

Each director, principal officer, and a member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy;



- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that the Foundation is charitable and in order to maintain its federal tax exemption status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **ARTICLE V – STANDING COMMITTEES**

- 5.1 Education Committee – The Education Committee shall be responsible for the maintenance and implementation of the scholarship program and recommending awardees to the board for approval.
- 5.2 Benevolence Committee – The Benevolence Committee shall be responsible for maintaining information regarding the personal welfare of family members. The Benevolence Committee shall also advise on the appropriate response to significant family events. The Chaplain shall serve as the Chair Benevolence Committee.
- 5.3 Historical Preservation Committee - It shall be the responsibility of this committee to administer continuing research documenting family history and recommend long-term strategies for preserving family historical records. The Family Historian/Genealogist will serve as the Chair of this committee. It shall engage in activities aimed at providing for the support, maintenance, and increased historical awareness of the Ranney Hill Cemetery in Grand Chain, Illinois.
- 5.4 Communications Committee - This committee is responsible for informing the family and the general public about newsworthy activities of the organization and the value of upcoming events. This could include success stories, member highlights, newsworthy accomplishments, upcoming activities, and event recaps. This can be done through mediums that include but is not limited to a web presence, newsletters, and social media.
- 5.5 Family Reunion Committee – shall be responsible for creating a procedural document that defines how reunions will be managed. The responsibilities and Reunion Committee and Local Host Committee shall be as described in the family reunion procedural manual.
- 5.6 Health & Wellness Committee - This committee shall promote a culture of physical, psychological, and emotional well-being and promote initiatives addressing health issues that disproportionately impact African American communities.
- 5.7 Fundraising & Sponsorship Committee - This committee is responsible for all fundraising activities and the solicitation of sponsorships.



- 5.8 The President shall nominate, and the Board of Directors shall approve, Chairpersons of the standing committees for a three-year term. Chairpersons of Standing Committees shall select committee members and advise the President accordingly.

#### **ARTICLE VI - AD HOC COMMITTEES**

- 6.1 The President shall appoint ad hoc committees as necessary to conduct the affairs of the Foundation, without the approval of the Executive Committee. Ad hoc committees may function no longer than two years unless the Executive either extends the term of the committee or gives the committee the stature of a standing committee. Ad hoc committees will be dissolved once their duties are completed.
- 6.2 Bylaws Committee – The Committee shall periodically review the bylaws and recommend amendments to the Board of Directors.
- 6.3 Audit Committee – will be selected by a consensus of the Board of Directors. Three members of the Board of Directors shall serve as the Audit Committee. They shall review twice a year all income, receipts, and expenditures of the Foundation.

#### **ARTICLE VII - FINANCE**

- 7.1 The finances of the Foundation shall be accounted for under a budget system and the budget shall be established annually by the Foundation Board of Directors.
- 7.2 No officer, committee, committee member or member of the Foundation shall receive any funds or incur any expense for the Foundation not provided for in these By-Laws; nor shall the Treasurer or other authorized person make any payment except for expenditures which have been so approved by the majority of the Board of Directors or the Executive Committee. The Foundation shall not make any personal loan of its money or property to or guarantee the obligation of any director or officer. However, the Board of Directors may by resolution advance an officer of the Board of Directors for expenses reasonably anticipated to be incurred in the performance of the duties of such officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.
- 7.3 The Treasurer shall open a bank account named Grand Chain Family Foundation. The Treasurer shall utilize a ledger book to record all transactions, and a receipt book to give everyone a receipt for all deposits. The Treasurer shall establish an account in a recognized banking institution in the name of the Grand Chain Family Foundation with the signatures of at least three (3) family members and requiring two (2) signatures for withdrawals. The Treasurer shall keep an accurate account of all deposits, donations, receipts, and disbursements. The Treasurer shall issue all disbursements with Grand Chain Family Foundation checks. The Treasurer shall provide financial reports within 2 weeks of receiving a request to any Foundation member.



### **ARTICLE XIII – CONTRACTS**

- 8.1 Only the President or their designee with written consent from the Board of Directors may sign contracts or execute and deliver any instrument in the name of and on behalf of the Foundation.
- 8.2 The Executive Committee must review and approve all contracts before they are signed.
- 8.3 Unless so authorized, no officer shall have any power or authority to bind the Foundation to any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **ARTICLE IX - INSURANCE & BONDING**

- 9.1 The President shall have the power to ensure and maintain liability insurance on behalf of the Board of Directors, against any liability asserted against or incurred by the officers arising out of the officer's actions to the extent permitted by law.
- 9.2 The Foundation shall maintain and pay for a bond for the Treasurer to provide surety for the faithful performance of the duties of the Treasurer's office and restoration to the Foundation of all its books, vouchers, money, and other property in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office due to misappropriation.

### **ARTICLE IX – AMENDMENTS**

- 9.1 These by-laws may be amended by a  $\frac{2}{3}$  vote of members at the regular meeting of the Board of Directors, provided the proposed amendments have been submitted to the board in writing (electronic mail) at least 30 days before the meeting where it is to be voted on.

### **ARTICLE X- RATIFICATION**

- 10.1 Any revision of these By-Laws shall become effective upon an affirmative  $\frac{2}{3}$  majority vote by the Board of Directors.

### **ARTICLE XI – RECOGNITION OF THE CHARTER MEMBERS**

- 11.1 The Founding members of the Grand Chain Family Foundation are Phillip Barfield, Debra Davis (McClelland), Patricia Coleman (Clay), Bobby Barefield, Garry Barefield, Anthony B. Curtis, Jr (Barefield), Sarah Edwards (Woolfolk), Theresa Deas (Barfield), Maurice Barfield, Michaela Blake (Henderson), Talyia Claypool, Orissa Durgin (Clay) and Danette Carter (Woolfolk). The Foundation will forever be grateful for their vision and service.



## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

- 12.1 The current edition of Robert’s Rules of Order, Newly Revised shall be the authority on all questions of procedures and parliamentary law not covered by the by-laws or any special rules adopted by the Foundation.

## **ARTICLE XIII – DISSOLUTION**

- 13.1 In the unlikely event of the dissolution of the Foundation, all funds, records, and other assets of the same shall be transferred to a non-profit organization as determined by the Board at the time of dissolution. None of these funds, records, or assets shall inure to the benefit of any individual member or members of the Foundation.

*Original By-Laws were adopted on January 24, 2012*

*Amended on October 29, 2019*

  
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*Anthony B. Curtis Jr, Secretary  
Grand Chain Family Foundation*