

**DUBLIN COMMUNITY FOUNDATION
BY-LAWS**

(Adopted June 1966)
(Amended September 1974, September 1978, September 2010, September 2023)

Article I

The membership of this Foundation shall consist of Annual Members. Annual Members are persons who have made financial contributions of any size in the current fiscal year.

Article II

Elected Directors:

The Directors of the Foundation shall consist of five members who shall be members of DCF chosen at the annual meeting by majority vote of those voting in person or by proxy for a three-year term. If a vacancy shall occur in the office of Elected Directors, the remaining Directors shall appoint a successor to hold office until the next Annual Meeting, at which time a successor is elected by normal proxy procedure.

Members of the Board of directors may serve a maximum of three (3) consecutive three-year terms.

Article III

The officers of the Foundation shall be a President, Secretary and Treasurer. They are elected by the Directors at their fall board meeting which directly follows the Annual Meeting. Each shall hold office for one year or until his/her successor is elected.

The President shall exercise general supervision and management of the affairs of the Foundation, shall preside at all meetings of the Directors, and perform all other duties as may be prescribed by law or by vote of the Directors.

The Secretary shall act as President in the absence of the President and shall perform such other duties as may be prescribed by vote of the directors. When acting as President the Secretary shall have all the powers and authority of the President. The Secretary shall keep minutes of all meetings. The Secretary is responsible for acknowledgements of all gifts. The Secretary shall maintain an email history of all votes on funding proposals made by email. The Secretary shall notify all members of the Annual Meeting at least 14 days prior to the meeting via public notice on our website.

The Treasurer shall keep such records and perform such duties in connection with the financial affairs of the Foundation as the Directors shall from time to time direct. The Treasurer is responsible for managing bank accounts, producing financial reports, and assuring the timely filing of tax forms.

Article IV

The Directors shall have general care, management, and control of the assets of the Foundation and its activities and affairs. They may appoint such committees either from among the Directors or from any residents of Dublin as they may, from time to time, deem necessary and may specify their duties. Any additional committee member must be approved through a majority vote of the Directors.

Since requests for the Foundation's funds are made throughout the year and it is imperative to respond to these requests in a timely manner, the Directors are authorized to make expenditures if a quorum (3) of board members approve said expenditures. These votes may be made by email. All funding proposals must be voted on separately.

Article V

The Annual Meeting of the Foundation shall be held within four months following the end of the Foundation's fiscal year, May 31, at a time which the Directors feel will be most convenient to the membership with notice from the Secretary. Special meetings may be held at any time on call of the Directors, upon like notice from the Secretary stating the purpose of said special meeting. At all meetings of the Foundation, representation, either in person or by proxy, of one-fourth of the members existing at the time when notice of the meeting is given shall constitute a quorum for the transaction of business.

The Annual Meeting of the Directors shall be held on the same date as the Annual Meeting of the Foundation.

At meetings of the Directors, a minimum of three (3) Directors shall constitute a quorum. Each Director shall have one vote. Three votes in the affirmative shall be required to transact any business of the Foundation.

Article VI

These By-Laws may be altered or amended at [the Annual Meeting](#) of the Foundation by an affirmative vote of two-thirds of the members present, either in person or by proxy, via email or website voting, provided that public notice of the proposed alteration or amendment has been posted on the website at least fourteen days prior to the meeting at which such alteration or amendment is to be considered.