

## **BYLAWS OF LOVEDALE FOUNDATION**

### ARTICLE I - NAME : LOVEDALE FOUNDATION

PURPOSE : To provide holistic education and support to the marginalized community, especially for children and help them to break the vicious cycle of poverty.

Section 1: The name of the organization shall be LOVEDALE FOUNDATION

Section 2: The LOVEDALE FOUNDATION is organized exclusively for charitable, scientific and educational purposes, more specifically to support the deprived community.

### ARTICLE II - MEMBERSHIP

Section 1: Membership shall consist only of the members of the board of directors.

### ARTICLE III - ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the Chair or the Executive Committee.

Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail, not less than ten days before the meeting.

### ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Council, and delegates responsibility for day-to-day operations to the Council Director and committees. The Board shall have up to 10 and not fewer than 3 members. The board receives no compensation other than reasonable expenses on conveyance.

Section 2: Meetings. The Board shall meet at least every quarterly, at an agreed upon time and place.

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors /Trustees shall decide on board members.

Section 4: Terms. All Board members shall serve a minimum one years terms, but are eligible for re-election.

Section 5: Quorum. A quorum must be attended by at least Five percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written notice two weeks in advance.

Section 7. Officers and Duties. There shall be three officers of the Board consisting of a Managing Trustee, Exec.Director and Director. Their duties are as follows:

The Managing Trustee convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Director and executive Director.

The Director will chair committees on special subjects as designated by the board.

He/She shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

The Exec. Director shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Director two weeks in advance of a Board meeting. These nominations shall be send out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the Managing Trustee or one-third of the Board. Notices of special meetings shall be send out by the Secretary to each Board member postmarked two weeks in advance.

## ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, house keeping, maintenance, housing, etc. The Board Chair appoints all committee chairs.

Section 2: The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Exec. Director is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

#### ARTICLE VI - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of LOVEDALE FOUNDATION on 28<sup>TH</sup> OF JUNE 2002

What is a foundation?

A foundation is a non-governmental entity that is established as a nonprofit corporation or a charitable trust, with a principal purpose of making grants to unrelated organizations, institutions, or individuals for scientific, educational, cultural, religious, or other charitable purposes. This broad definition encompasses two foundation types: private foundations and grant making public charities. A private foundation derives its money from a family, an individual, or a corporation.

#### **ADVISORY BOARD-POLICY GUIDELINES**

- 1) The composition of the advisory board shall compulsorily have 2 trustees from LDF Trust.
- 2) The total number of the advisory board member shall be minimum of 2 maximum of 7
- 3) All the members of the advisory board shall be a honorary member and shall not receive any remuneration for performing their duties.

- 4) All the members of the advisory board other than the Trustees shall be co-opted by the Trustees of the LDF Trust.
- 5) The tenure of the member of the advisory board shall be entirely at the discretion of the Lovedale Foundation Trust.
- 6) A meeting of the member of the advisory board shall be convened atleast in once in 3 months by the Trustees of Lovedale Foundation Trust
- 7) A notice period of 15 days shall be given prior to the date of the meetings of the board to enable them to attend the meeting
- 8) The minutes of the meeting of the advisory board shall be maintained either by the trustees or any of the office bearers of the LDF Trust.
- 9) The quorum for the meeting of the advisory board shall be minimum of 3 and compulsorily have at least one Trustee of the LDF Trust.
- 10) The Trustees of the LDF Trust in their absolute discretion shall co-opt eminent citizens and other well known personalities to the advisory board. The soul criteria, being the advancement and progress of the LDF Trust is achieving its aims and objectives. The constitution of the advisory board shall be solely by the invitation and recorded as a resolution in the meetings of the Trustees of LDF Trust.

**Lovedale Foundation Trust**

**Reg # IV-130-212-220**

**Bangalore,India**