



Affiliate Operating Policies

_____ Community Foundation

As an Affiliate of the North Carolina Community Foundation (NCCF), as part of NCCF's Criteria for Affiliate Success, and in accordance with the National Standards for U.S. Community Foundations®, the _____ Community Foundation (_CF) will employ the following Affiliate Operating Policies in its operations and activities. These Affiliate Operating Policies supersede, replace and supplant any pre-existing by-laws of _CF.

Aspirational Guidelines

Mission of NCCF and its Affiliates:

To inspire North Carolinians to make lasting and meaningful contributions in their communities.

In order to advance this mission, the role of the Affiliate Advisory Board of Directors (as provided for below) consists of these actions:

Adopting and abiding by NCCF's Affiliate Operating Policies for its affiliates.

Establishing a ___CF community fund held by NCCF for disbursement, grant, or distribution for charitable purposes in _CF's geographic area of focus.

Inspiring and promoting local philanthropy to grow the ___CF and the affiliate Family of Funds. The Family of Funds consists of funds established with NCCF in the ___CF's geographic area of focus.

Engaging in the solicitation of gifts to, and fund development activities for, the _____CF's community fund.

Conducting an effective grantmaking program for greatest impact.

Serving as a catalyst or connector to improve the quality of life in the _____CF's geographic area of focus.

Carrying out the mission and purposes of NCCF in _CF's geographic area of focus.

Organizational Guidelines:

Affiliate Status:

___CF is an unincorporated nonprofit association of individuals (not an independent 501(c)(3) corporate entity) created by or in conjunction with NCCF.

___CF is part of a statewide network of “geographic affiliates” of NCCF, all seeking to inspire North Carolinians to make lasting and meaningful contributions in their communities.

The activities of ___CF are focused primarily in _____ counties in the State of North Carolina.

___CF recognizes that NCCF is a North Carolina nonprofit corporation and an exempt entity under Section 501(c)(3) of the Internal Revenue Code of the United States. ___CF will conduct all its activities in a manner consistent with this status, and will take no actions that could be construed as inconsistent with this status.

___CF, like NCCF, believes that its Advisory Board of Directors, officers, employees and charitable beneficiaries should reflect the diversity of North Carolina in order to effectuate its mission.

Leadership:

The Advisory Board of Directors

Creation of Board. ___CF is led by an Advisory Board of Directors. The Advisory Board of Directors will be initially appointed by the statewide Board of Directors of NCCF. Thereafter, the Advisory Board of Directors may elect new or additional Advisory Board of Directors members by a majority vote of the Advisory Board of Directors.

Members of the Advisory Board of Directors are appointed or elected on the basis of knowledge of the educational, cultural, civic, public, and other charitable needs of ___CF’s area of focus, and on the basis of their activity in, or representation of public institutions or organizations in ___CF’s area of focus that are concerned with charitable, educational, social welfare or natural resources needs.

___CF’s goal is to make the members of the Advisory Board of Directors generally representative of the public and charitable interests in ___CF’s area of focus.

Number of Members. The Advisory Board of Directors will consist of an odd number totaling no less than 5 members, and no greater than 25 members, who reside within or

who work in or own property in CF's area of focus. The residency requirement may be waived for a member, for good cause, by a majority vote of the Advisory Board.

Term. Advisory Board of Directors members may serve up to three (3) consecutive three (3) year terms. After an absence of one (1) year, a member may be eligible for reelection. Members elected to fill another member's unexpired term will be eligible to serve two (2) additional three-year (3) terms. Those members of the Advisory Board of Directors elected at any time during the first half of a year will be deemed, for term-length purposes, to have been elected on January 1 of that year. Those members of the Advisory Board of Directors elected at any time during the second half of a year will be deemed, for term-length purposes, to have been elected on January 1 of the following year. For term-length purposes, all Advisory Board of Director members whose elections predate the adoption of these Affiliate Operating Policies will be deemed to have been elected on January 1 of the year of adoption of these Affiliate Operating Policies.

Required Agreements. Prior to engaging in any activities as an Advisory Board of Directors member, each new member will transmit to NCCF, on an annual basis, a signed copy of NCCF's current Conflict of Interest Policy, and its Confidentiality/Non-disclosure Agreement.

Emeritus Members. Upon a vote of a majority of the Advisory Board of Directors, any member of the Advisory Board of Directors may be given the status of "Emeritus Director." Emeritus Director status may be granted to any long-serving Advisory Board of Directors member who has made a significant contribution to CF. Emeritus Directors may attend and participate in Advisory Board of Directors and committee meetings on an advisory basis, but will not take part in voting on any action to be taken by the Advisory Board of Directors or any committee. Emeritus Directors will not be subject to any attendance requirements, and will not be counted for purposes of determining whether a quorum exists at any meeting.

Compensation to Members. Members of the Advisory Board of Directors serve without compensation, except for the reimbursement of reasonable expenses incurred for, or on behalf of, NCCF, or CF.

Vacancies. Vacancies arising by reason of expiration of term, resignation, death, or disability, refusal to serve, or otherwise, will be filled by the remaining members of the Advisory Board of Directors. All persons so elected by the remaining members of the Board serve as a member of the Advisory Board of Directors until the expiration of

his/her term, or the unexpired term of his/her predecessor, as the case may be, and until a successor member is elected.

Any member of the Advisory Board of Directors may be removed from the Advisory Board of Directors by either a majority vote of the Advisory Board of Directors, or a majority vote of the NCCF Board of Directors.

Advisory Board Officers

Creation. The Advisory Board of Directors will elect a President and a Secretary to assist the Advisory Board in furthering the mission of _CF. The President of the Advisory Board of Directors (who will be selected by majority vote of the members) may also be referred to as Chair. The Advisory Board of Directors may also elect one or more vice-presidents and a Treasurer. No member of the Advisory Board of Directors may serve concurrently in more than one officer position, except that a single member of the Advisory Board of Directors may concurrently serve as both Secretary and Treasurer.

Election and Removal. The officers of the Advisory Board of Directors will be elected at what has been designated as the “annual meeting” of _CF. All officers so elected will serve a two (2) year term. Should any officer be elected at any time other than at the “annual meeting” of CF, the length of their term will be calculated consistently with the “Term” provisions above relating to the terms of Advisory Board of Directors members. Any officer elected or appointed by the Advisory Board of Directors may be removed from office by majority vote of the Advisory Board of Directors whenever in its judgment the best interests of _CF will be served thereby.

Responsibilities. The responsibilities of the officers will be as follows:

The President will supervise the _CF in accordance with NCCF policies and these Affiliate Operating Policies. In performing his/her duties, the President will:

- Work closely with NCCF staff to plan and carry out the work of CF.
- Conduct all meetings of the Advisory Board of Directors (including the preparation of a meeting agenda with the NCCF Community Leadership Officer).
- Oversee the appointment of committee chairs and members.
- Act as an ex officio member of all committees
- Assure that fundraising efforts are ongoing.
- Encourage all Advisory Board of Directors members to make a yearly contribution to the CF Community Fund or a fund within the NCCF “Family of Funds” in the CF’s geographic area of focus.

- In the absence of a NCCF Community Leadership Officer or the Treasurer, take custody of any funds generated by a __ CF event and transmit such funds directly to NCCF.
- Perform such other duties and have such other authority and powers as the Advisory Board of Directors or NCCF may from time to time prescribe.

A Vice-President, if elected by the Advisory Board of Directors, will report to the President. In performing his/her duties, a Vice-President will:

- In the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President until such time as a new President is duly elected.
- In the event of the President's absence or disability, and no Vice President having been selected, the Executive Committee will collectively perform the duties of the President until a new President has been duly elected by the Advisory Board of Directors.
- Perform such duties and have such other authority and powers as the Advisory Board of Directors may from time to time prescribe, or as the President may from time to time delegate.

The Secretary reports to the President. In performing his/her duties, the Secretary will:

- Give or cause to be given, notice of all meetings of the Advisory Board of Directors when notice of such meetings is required.
- Attend all meetings of the Advisory Board of Directors and record all votes, actions, and the minutes of all proceedings.
- Send all local publicity related articles to NCCF.
- Perform such other duties and have such other authority and powers as the Advisory Board of Directors may from time to time prescribe or as the President may from time to time delegate.
- In the event of the absence of the Secretary from any meeting, the President may appoint any then-present Advisory Board of Directors member to assume temporarily the duties of the Secretary.

The Treasurer reports to the President. In performing his/her duties, the Treasurer will:

- Receive financial information from NCCF (e.g., quarterly financial statements) regarding CF's area of focus and report such information to the Advisory Board of Directors.
- Insure compliance by CF with all financial policies of NCCF relating to __CF's operations.
- Assist with the collection of funds and record keeping for special events and fundraisers.

- In the absence of a NCCF Community Leadership Officer, take custody of any funds generated by a CF event and transmit such funds directly to NCCF.
- Perform such other duties and have such other authority and powers as the Advisory Board of Directors or NCCF may from time to time prescribe.

Operational Guidelines

Advisory Board Operations

Member Participation. Because active participation by Advisory Board of Directors members is critical to advancing CF's mission and vision, Advisory Board of Directors members are required to attend at least half of all regularly scheduled Advisory Board of Directors meetings in each calendar year. Failure of an Advisory Board of Directors member to attend CF meetings without a reason acceptable to the Advisory Board of Directors will be considered as a tender of resignation by that member.

Creation of Committees. The Advisory Board of Directors will create an Executive Committee comprised of the officers of the Advisory Board of Directors, plus one additional member at large selected by a majority of the Advisory Board of Directors. Should the Advisory Board of Directors desire, additional Advisory Board of Directors members may be added to the Executive Committee. This committee will serve as the central planning group for CF and as an advisory group to the President of the Advisory Board of Directors. The Executive Committee will have full authority to act for the Advisory Board of Directors in managing the affairs of CF during the intervals between meetings of the Advisory Board of Directors.

The Advisory Board of Directors may, by majority vote, create such other committees (e.g., Grant Committee, Governance Committee, Public Relations Committee, or Scholarship Committee) as the Advisory Board of Directors deems necessary for the conduct of CF's activities.

Committee Chairs. The President of the Advisory Board of Directors will be responsible for ensuring that each committee has a designated chairperson. Committee chairpersons will serve a two (2) year term.

Non-Board Committee Members. In the event that the Advisory Board of Directors believes that a committee's activities will benefit from the expertise of a non-Board member, the Advisory Board of Directors may appoint one or more non-Board members to any committee, except the Executive Committee. Non-Board committee members are allowed to vote at the committee level. In no event will non-Board members constitute a majority or quorum of any committee. Any non-member so appointed to any committee

will execute an NCCF Non-Disclosure Agreement and an acknowledgement of NCCF's Conflict of Interest Policy prior to participating in any committee activities.

Board Meetings. The Advisory Board conducts three (3) types of meetings:

Annual Meetings—Unless the Advisory Board of Directors affirmatively designates otherwise, the “annual meeting” will be the Board’s last meeting during the calendar year. The annual meeting of the Advisory Board of Directors will be held at _CF’s principal office or at such other place as the Advisory Board of Directors will determine. Notice of the time and place of such annual meetings will be by telephone, first class mail or by electronic message (email) not less than ten (10) nor more than thirty (30) days before the annual meeting. Officers of _CF will be elected at the annual meeting, and their terms begin at the first meeting of the following calendar year.

Regular Meetings—Regular meetings of the Advisory Board of Directors will be held not less than two (2) times in addition to the annual meeting during each calendar year at such place and time as the Advisory Board of Directors designates. Notice of the time and place of each such regular meeting will be given by telephone, first class mail or by electronic message (email) not less than ten (10) nor more than thirty (30) days before each regular meeting.

Special Meetings—Special meetings of the Advisory Board of Directors may be called by, or at the request of the President or a majority of the members. Notice of the time, place, and purpose of any special meeting of the Advisory Board of Directors will be given by telephone, first class mail, or by electronic message (email) not less than seventy-two (72) hours before a special meeting.

Waiver of Meeting Notice. Any Advisory Board of Directors member may waive notice of any meeting. Attendance by a director at a meeting constitutes a waiver of notice for that meeting, except where the director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

Electronic Attendance. Any Advisory Board of Directors member, or any member of a committee, may participate in a meeting of the Advisory Board of Directors or committee by means of a conference telephone, video conference, or similar communications vehicle which allows all persons participating in the meeting to hear each other simultaneously. Participation in any meeting in this manner will be deemed participating in person at such meeting.

Quorum. At all meetings of the Advisory Board of Directors, a majority of the directors then in office will be necessary to constitute a quorum for the transaction of business. A quorum for these purposes shall be a simple majority of Advisory Board of Directors

members (excluding Emeritus Directors), but in no case less than three (3) Advisory Board of Directors members. Except as specifically provided elsewhere in these Affiliate Operating Policies, or by law, the act of a majority of directors present at a meeting at which a quorum is present at the time the action is taken will be the act of the Advisory Board of Directors.

Voting. With the one exception of the unanimous vote required for “Action by Board Without Meeting,” if a quorum is present, the affirmative vote of a majority of the votes cast is the act of the Advisory Board of Directors. Majority of the Advisory Board of Directors must cast his/her vote in a manner consistent with these Affiliate Operating Policies. No Advisory Board of Directors member may cast his/her vote as to any matter by proxy.

Actions by Board Without Meeting. Informal action taken by the Advisory Board of Directors or a committee of the Advisory Board of Directors without a meeting may nevertheless constitute Advisory Board of Directors or committee action if written consent to the action in question is approved by the majority of the members of the Advisory Board of Directors or committee, as the case may be, and filed with the minutes of the meeting of the Advisory Board of Directors or committee (whether such meeting is conducted before or after the informal action taken). An Advisory Board Director’s consent to action taken without a meeting may be in electronic form and delivered by electronic means. A duly signed and filed consent to action will have the same force and effect as a unanimous vote of the Advisory Board of Directors or the committee, as the case may be.

Board Minutes. The Advisory Board of Directors will keep minutes of the proceedings of Advisory Board of Directors meetings. The Advisory Board of Directors will transmit copies of all such minutes, once approved by the Advisory Board members will be transmitted to NCCF on an annual basis, or as otherwise requested by NCCF.

Activities of the Advisory Board

All Advisory Board of Directors activities are subject to NCCF policies and guidelines.

In conducting its activities, the Advisory Board of Directors will make every effort to bring CF into full compliance with the NCCF Affiliates’ Blueprint for Affiliate Success and benchmarks. The Advisory Board of Directors will report to NCCF on its activities and its progress in reaching compliance with the NCCF Affiliates’ Blueprint for Affiliate Success and benchmarks no less that once each calendar quarter, or as otherwise requested by NCCF.

Creation of Community Fund. As an integral part of its philanthropic activities, _CF will establish an unrestricted charitable endowment, pursuant to instructions provided by NCCF, for the purpose of receiving, holding and distributing “unrestricted funds” from the endowment. Unrestricted funds from this endowment may be disbursed, granted, or distributed for charitable purposes within _CF’s geographic area of focus at the recommendation of the Advisory Board of _CF and as approved by the Board of Directors of NCCF.

Contracting Authority. _CF and the Advisory Board of Directors acknowledge that they will have no authority to enter into any agreement for goods or services on behalf of either NCCF or _CF.

Communications and Branding. In its written and electronic communications, whether with the public, potential donors, or others, _CF will follow the written policies and guidelines of NCCF, including those related to social media and news media.

Fundraising Activities. All fundraising activities of _CF will be conducted in compliance with NCCF’s Affiliate Notebook, Charitable Giving Guide and such other written policies as NCCF may issue from time-to-time.

Conduct of Charitable and Special Events. The conduct of charitable and special events relating to _CF’s activities will be pre-approved by NCCF and governed by NCCF’s Legal and Regulatory Guidelines for Special Events, and such other written policies as NCCF may issue from time-to-time.

NCCF Community Leadership Officers, who are employees of NCCF, are available to assist the Affiliate Board of Directors in performing their duties and activities.

Amendments to These Affiliate Operating Policies

NCCF retains the sole power to alter, amend or repeal these Affiliate Operating Policies or to adopt new Affiliate Operating Policies. Affiliate Advisory Board of Directors shall have an opportunity to provide input to NCCF before any changes to the Affiliate Operating Policies are adopted. All amendments to these Guiding Principles which are approved by NCCF will be by resolution, approved by a majority vote of NCCF’s Board of Directors, and will be affixed to these Affiliate’s Guiding Principles by the Advisory Board of Directors of _CF.

Adoption of Affiliate Operating Policies

These Affiliate Operating Policies were presented to the _CF Advisory Board of Directors and adopted by a majority vote thereof on the ___ day of _____, 2016. It is expressly intended that these Affiliate Operating Policies supersede, replace and supplant any pre-existing by-laws of _CF.

[Name] President,
__CF Advisory Board of Directors

ATTEST:

[Name] Secretary,
__CF Advisory Board of Directors