

# **By- Laws Of Stronger Together Foundation**

## **Article I: General Information**

- A. The name of the organization shall be Stronger Together Foundation (hereafter known as the Foundation.)
- B. Address: 18 NORTH 15<sup>TH</sup> ST OAKES ND 58474
- C. Mission: To ensure no cancer patient fights alone by providing financial assistance to ease the burdens of treatment, care and daily needs.
- D. The purpose of the Foundation is as stated in the Articles of Incorporation. Within such corporate purpose of the Foundation shall:
  - 1. Provide support; financial, educational, and/or other needs; to cancer patients, their caregivers, family and friends in the service area to include the counties of Dickey & LaMoure located in the state of North Dakota. There is an option to add other counties as seen fit. If a county is added, By-Laws would be updated to show such change
  - 2. Assist the communities of the service area in any other means appropriate to the primary purpose of providing support; financial, educational, and/or other needs; to cancer patients, their caregivers, family and friends; which purposes will qualify it as an exempt organization under 501(c)(3) of the Internal Revenue Code of 1985 or as amended.
  - 3. As a substantial part of its activities, we will not carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of statements or otherwise, in any political campaign on behalf of any candidate for public office.
  - 4. Carry out a stated mission and conduct business affairs in support of those goals in a prudent and supportive manner.

## **Article II: Membership**

- A. The membership of the group is open to anyone who has an interest in serving cancer patients, their caregivers, family and friends affected by cancer, lives in the geographic area served by the Foundation and agrees with the mission.
- B. The Foundation has no membership dues or assessments made to its members.
- C. All information regarding any distribution awarded to applicants is confidential.

## **Article III: Board of Directors Membership**

The Board of Directors membership of the group is open to anyone who has an interest in serving cancer patients, their caregivers, family and friends affected by cancer, lives in the geographic area served by the Foundation and agrees with the mission: To ensure no cancer patient fights alone by providing financial assistance to ease the burdens of treatment, care and daily needs. The Board of Directors membership will include a minimum of five to ten members from within our covered territory.

### **A. Composition**

- 1. The Board of Directors shall consist of the officers of the Foundation; President, Vice President, Secretary and/or Co-Secretaries and Treasurer and/or Co-Treasurers.

### **B. Duties**

- 1. The Board of Directors shall govern and direct the affairs of the foundation between meetings and shall possess and may exercise all the power in accordance with the policies and directives within the confines of the corporation stated policies, unless otherwise specified in these bylaws.

2. The Board of Directors shall manage the business property and affairs of the foundation and shall exercise all the powers of the foundation and delegate all such powers as they see fit, subject to restrictions imposed by statute, the articles of foundation and their bylaws.

3. The Board of Directors of the corporation shall have the following duties:

- a. Development of a specific program and goals of the corporation
- b. Establishment of an annual operating budget
- c. Administration of the businesses of the organization
- d. Development of administrative policies for the organization including record keeping, appointments of committees and communications
- e. Coordination of all the meetings
- f. File state and federal reports as required for the foundation

4. Any meeting of the Board of Directors is open to all members of the Executive Board and committee members.

5. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing or electronic format and signed by all committee members.

#### C. Voting Procedure of the Board of Directors

1. Unless otherwise provided by statute of these bylaws, the simple majority vote of the Board of Directors shall rule in all procedures.

#### D. Election of Officers and Terms

1. The officers of the foundation shall be elected for two (3) year terms for President and Secretary/Co-Secretary and (2) year terms for Vice President and Treasurer/Co Treasurer, with no term limits.
2. Nominees for all office positions shall be taken from the floor at the annual meeting or by proxy.
3. No one person may hold more than one office at the same time.

#### E. Vacancies

1. In the event a vacancy occurs in any office, it shall be filled in the following manner until the next annual meeting of the membership:
  - a. President: Vice President shall assume the office
  - b. The Board of Directors shall select replacements for all other vacancies
  - c. Any appointment made to fill a vacancy of thirteen (13) months or more shall be considered a full term.

#### F. Removal of Officers

1. Officers may be removed from the Board of Directors by a two thirds (2/3) vote of the Board of Directors for violation of the bylaws of the corporation, misconduct, neglect of duty and officer has been advised of specific charges, given a reasonable time to prepare, and afforded a full hearing before the board of directors.

#### G. Indemnification of Board of Directors and Executive Committee

1. The foundation shall indemnify and may, in the discretion of the board of directors, ensure directors, officers of the foundation in the manner and the full extent permitted by law.

### **Article IV: Officers**

The officers of this corporation shall include president, vice president, and secretary and/or co-secretary and treasurer and/or co-treasurer. The officers shall be elected from among the board of directors.

A. Duties and Responsibilities of Officers:

The officers of the organization shall possess such powers as required to perform the functions assigned to them.

1. The President shall:

- a. Preside at all meetings of the Board of Directors
- b. Have and exercise general charge and supervision of the affairs of the organization as its chief executive officer
- c. Perform such other duties as directed by the Board of Directors
- d. Present at the annual meeting of the organization an annual report
- e. Appoint all committees, temporary or permanent
- f. Be one of the officers to sign checks or drafts for the corporation

2. The Vice President shall:

- a. Perform such duties as the president and or the Board of Directors shall determine
- b. Chair of designated committees
- c. Perform as acting President in the absence of the President
- d. Be one of the officers to sign checks or drafts for the corporation

3. The Secretary or Co-Secretaries shall:

- a. Keep the minutes of meetings of the Board of Director and the Executive Committee
- b. Prepare typed minutes of each meeting and have available for the next meeting
- b. Be one of the officers to sign checks or drafts for the corporation

4. The Treasurer or Co-Treasurer shall:

- a. Shall be responsible for the receipts, deposits, disbursement, and withdrawals
- b. Shall be responsible for reporting accurate financial records and safeguarding the assets of the foundation.
- c. File state and federal reports as required by the foundation
- d. They will present a report on financial transactions at the annual meeting.
- e. Be one of the officers to sign checks or drafts for the corporation

## **Article V: Meetings**

A. Regular Schedule of Meetings

The Board of Director meetings will be held quarterly, on the 1<sup>st</sup> Sunday of January, April, July and October. The annual meeting will be held in January and can be held at the same time as the quarterly meeting. All directors will be notified of the agenda at least 7 days prior to the established date, except as otherwise indicated in these bylaws for the annual meeting or special meeting. A quorum must be formed before any meeting can proceed. Quorums can be formed via electronics.

B. Annual Meeting

- 1. The annual meeting of the Foundation shall be held in January
- 2. Notice of the annual meeting shall be made in writing, electronic format or other format appropriate to this notification
- 3. Written reports, documents, and other materials pertaining to items on the agenda will be made available on request prior to and at the annual meeting
- 4. Minutes shall be taken at the annual meeting and shall be distributed to all directors

C. Special Meetings

Special meetings of the board of directors may be called at any time for purpose by (i) the president; (ii) the executive committee; or (iii) twenty-five percent (25%) of the board of directors. Such officer shall give notice of the meeting to be held between twenty (20) and forty (40) days after receiving the request. Notice of the special meeting shall include

the purpose of the meeting. No other business but that specified in the notice may be transacted at the specified meeting.

D. Voting Procedure

- a. Except as otherwise provided by statute of these bylaws, a simple majority of the directors shall constitute a quorum for transaction of business at any meeting.
- b. Any action required or permitted to be taken by the board of directors under any provision or law may be taken without a meeting, if all directors of the board shall individually or collectively consent in writing or electronic format. Such written consent shall be filed with the minutes of the proceedings of the board and shall have the same force and effect as if taken by the unanimous vote of the board.
- c. Each director is allowed one vote
- d. A simple majority of the board of directors is quorum
- e. Voting shall be by voice, electronic, or by show of hands and may be a secret ballot if requested by one voting member

E. Termination

1. If a member does not subscribe to the purpose of the Foundation or does not abide by its bylaws, the Board of Directors may, by  $\frac{3}{4}$  vote of the total number of the board members, terminate such membership. No such action shall be taken until the member is advised by specific charges, given a reasonable time to prepare a response, and afforded a full hearing before the board. The board may provide for subsequent reinstatement of membership.
2. A member of the Board of Directors may voluntarily resign at any time

F. Any meeting of the Board of Directors is open to all members of the board of directors and committee members.

G. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing or electronic format and signed by all committee members.

H. Voting Procedure of the Board of Directors is unless otherwise provided by statute of these bylaws, the simple majority vote of the executive committee shall rule in all procedures.

#### **Article VI: Executive Committee**

- A. The Executive Committee shall review, validate and approve assistance requests for funds.
- B. The Executive Committee members are appointed and approved by a single majority vote from the Board of Directors and committee members. A minimum of two members will serve a 3-year term and the additional members will serve a 2-year term.
- C. This committee will meet as needed when applications are received by a Board or Committee member.
- D. One member of the Executive Committee will be appointed to record all applications and awards.
- E. The Board of Directors secretary will record minutes for meetings held by the Executive Committee.
- F. Voting procedure, unless otherwise provided by statute of these bylaws, the simple majority vote of the committee shall rule in all procedures.
- G. In the event a vacancy occurs, the board shall select a replacement and it shall be filled until the next annual meeting.
- H. An executive committee member may be removed by  $\frac{2}{3}$  vote of the board of directors for violation of the bylaws of the foundation, misconduct, neglect of duty and officer has been advised of specific charges, given a reasonable time to prepare and afforded a hearing before the board of directors.

#### **Article VII: Finances**

- A. The fiscal year of the foundation shall be the calendar year.
- B. Budget approval process-the annual budget will be set at the annual meeting each January by Board of Directors.

- C. Financial reporting requirements-a financial report of fundraising, donations and other expenses will be required annually at minimum. A year-to-date income/expense report will also be made available at the quarterly board meetings but will not be required.
- D. Audit procedures-random audits may be conducted at any time by any of the Board of Directors or Executive Committee.
- E. All purchases must be approved by Board of Directors

Board of Directors shall manage the business property and affairs of the foundation and shall exercise all the powers of the foundation and delegate all such powers as they see fit, subject to restrictions imposed by statute, the articles of foundation and their bylaws.

### **Article VIII Non-Profit Charter**

No part of the net earnings of the foundation shall inure to benefit of, or be distributed to its members, trustees, officers, or private people, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in the purpose clause thereof. No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this organization shall not participate in, or intervene in (including publishing or distribution or statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry out any activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

### **Article IX Amendments**

The foundation's articles, as from time to time amended or restated, may be amended in the manner prescribed under the laws of the state of North Dakota.

#### A. Proposal to amend articles or bylaws

1. Amendments may be proposed by either a simple majority vote of the board of directors present at any annual or regular meetings of the board of directors.

#### B. Procedure to amend articles of the foundation or bylaws

1. The executive committee must approve the proposed amendment by a simple majority vote of the board of directors present at a meeting for which the members receive notice as provided in these bylaws containing the proposed amendment as a specific purpose of the meeting.

#### C. Authorization for the executive committee to amend articles of the foundation or bylaws.

1. The board members, by a simple majority of members, present at a meeting, may authorize the executive committee to exercise from time to time the power or amendment of the foundation articles and bylaws. If so, a majority of the board members that are present at a duly noticed meeting are entitled to vote on the proposed amendment.

### **Article X Dissolution**

The foundation may be dissolved and its assets liquidated pursuant to the foundation laws of the state of North Dakota provided, however, that a resolution authorizing dissolutions must be approved by two-thirds (2/3) vote of the voting members of the foundation at duly noticed meetings.

**Article XI**  
**Parliamentary Procedure**

A. Roberts' Rules of Order, newly revised, shall govern the conduct of business at all meetings of the foundation executive committee, committees, and ad hoc committees.

B. These bylaws may be altered, amended, repealed, or added to by an affirmation vote of not less than a simple majority of the members.

Bylaws initiated: February \_\_\_\_\_, 2025  
Approved: