

# AHP Foundation Bylaws

## AHP Foundation Bylaws - Articles I - XII

The AHP Foundation (the "Foundation") is a Kansas not for profit corporation recognized by the Internal Revenue Service as a tax-exempt organization pursuant to section 501(c)(3) of the Internal Revenue Code. It operates under the direction and guidance of a board of trustees. The Foundation raises funds for its activities through appeals to appropriate institutions, foundations and individuals in the private philanthropic sector – including members of the Association for Healthcare Philanthropy ("AHP").

AHP programs promoted and supported by the Foundation are wide-ranging and include the Resource Center; research and analysis; educational activities; and special reports and publications that are disseminated to the professional and interested public.

### ARTICLE I: OFFICES

The principal office of the corporation in the State of Kansas shall be located in the city of Topeka, County of Shawnee. The corporation may have such other offices, either within or without the State of Kansas, as the Board of Trustees may designate or as the business of the corporation may require from time to time.

### ARTICLE II: MISSION

The mission of the Foundation is to promote charitable and educational objectives; to assist in providing continuing education and to engage in research, investigations, analysis and studies as the same relate to health care development, including methods of fund raising for health care development, and to disseminate the results to health care administrators, the public, and any individuals interested in health care development; to provide grants to individuals or organizations, including nonprofit health care institutions, for education, research, and other charitable, educational, and scientific programs in order to increase awareness of the need to support our nation's health care institutions with voluntary financial support; and to instruct or train individuals for improvement and development of their capabilities in the instruction of the public on subjects useful and beneficial to the community through publications and public seminars and through the preparation and presentation of seminars and courses of study in connection with colleges and universities. Within the context of the mission of the Foundation, it will support, facilitate, and enhance the mission and purposes of AHP.

### ARTICLE III: BOARD OF TRUSTEES

Section 1. General Authority. There shall be a Board of Trustees which shall be vested with the powers to determine the policies of the Foundation and execute its purposes, approve and implement a strategic plan, raise funds, to appoint and remunerate agents and employees (including the power to delegate some or all of this authority), to establish the budget of the Foundation, to disburse funds, and to adopt such rules and regulations for the conduct of its business, responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with the Articles of Incorporation or these Bylaws (in their present form or as they may be amended) or to any applicable law.

Section 2. Board Membership. The Board shall be composed of: the Chair, who shall be the AHP Vice Chair; the Secretary/Treasurer, who shall be the AHP Secretary/Treasurer, a Vice Chair and four at-large Board members who shall be appointed by the Foundation Chair. The Vice Chair position will be selected from the four at-large board members. The Foundation President shall serve as an ex officio member of the Foundation Board without vote.

Section 3. Term of office. The term of office of Foundation officers shall coincide with those individuals' term of office on the AHP Board of Directors. The term of office of other Board members shall be one year; the four at-large members may be reappointed to one consecutive one-year term. At-large members shall take office at the Annual Meeting and serve until the Annual Meeting of the following year, or until their successors have been appointed.

Section 4. Vacancies. The Foundation Chair shall appoint a successor to complete the term of an at-large member who is unable to complete his or her term for any reason.

Section 5. Resignation and Removal.

At-large Board members may resign at any time by giving written notice to the Foundation Chair. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the Foundation Chair. In the event the Foundation Chair resigns, written notice is to be given to the AHP Foundation President.

Any at-large Board member may be removed by a two-thirds vote of the Foundation Board, provided that the member is provided with notice of proposed removal and an opportunity to be heard at the meeting called for the purpose of removing the Board member. ARTICLE IV: OFFICERS

Section 1. The officers of the Foundation shall be Chair, Vice Chair, Secretary/Treasurer and President.

Section 2. The Chair shall call and preside at all meetings and shall be an ex officio member of all committees of the organization. The Chair shall have the power to make interim appointments and fill vacancies as provided herein.

Section 3. In the event the Chair is absent or unable to perform his or her duties, the Vice Chair shall assume the duties and exercise the power of the Chair. He or she shall also perform such duties as may be assigned by the Chair of the Foundation.

Section 4. The Secretary/Treasurer shall keep accurate and complete minutes of all meetings, call meetings on order of the Chair, and attend to the official correspondence of the organization. He or she also shall chair the Finance Committee and manage and maintain an accounting for all funds, or cause them to be kept, and perform such duties as ordinarily pertain to the Office of Treasurer.

#### ARTICLE V: PRESIDENT

The President of AHP shall serve as President of the AHP Foundation and shall administer all activities and programs thereof. The President shall be an ex officio member of the Board of Trustees and all committees.

## ARTICLE VI: COMMITTEES

Section 1. Executive Committee. There shall be an Executive Committee, consisting of the Chair of the Foundation, who shall serve as Chair of the Executive Committee, and the other officers of the Foundation (Secretary/Treasurer, Vice Chair, and President). The Executive Committee shall meet on the call of the Chair. Except as otherwise provided by resolution of the Board of Trustees, the Executive Committee shall exercise the power and authority of the Board when necessary or advisable between meetings of the Board of Trustees and shall exercise such other powers as may be assigned to it from time to time by the Board of Trustees. The minutes and actions of the Executive Committee shall be communicated to the Board of Trustees within thirty (30) days, and at the next meeting of the Board, such actions shall be subject to revision and alteration, provided, however, that the rights of third parties shall not be affected by any such revision or alteration. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 2. Finance Committee. There shall be a Finance Committee, chaired by the Secretary/Treasurer of the Foundation, to provide for long-range financial stability and to safeguard Foundation assets.

Section 3. Planning Committee. There shall be a Planning Committee, chaired by the Secretary/Treasurer of the Foundation, to assess and recommend goals, policies and strategic plans for the Foundation.

Section 4. Annual Fund Committee. There shall be an Annual Fund Committee composed of at least five, but no more than 10, individual or institutional members. The Chair of the Annual Fund Campaign shall be one of the four at-large Board members appointed by the Chair of the Foundation.

Section 5. Other Committees. Other committees may be established by a resolution passed by a majority of the Board of the Foundation.

Membership of all committees, except the Executive Committee and Finance Committee, may include non-board members; however, the chairship of all committees shall be filled by a board member. Any committees including non-board members shall not be considered committees of the Board, and shall not exercise the powers and authority of the Board of Trustees.

Section 6. Records of Committees. The chair of each committee shall assure that each committee keeps regular minutes of the meetings and records of its actions and promptly reports the same to its members, to the Board of Trustees and the Foundation office.

## ARTICLE VII: MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Board of Trustees of the Foundation shall take place in conjunction with the Annual meeting of the AHP Board of Directors; however, the meetings shall be separate and distinct meetings, and separate minutes shall be taken at each meeting.

Section 2. Notice of Annual Meeting. Written or printed notice, stating the time, date and place of the Annual Meeting shall be mailed to the last recorded address of each trustee at least thirty (30) days prior to the date of the Annual Meeting.

Section 3. Quorum for Annual Meeting. A majority of the trustees then in good standing, shall constitute a quorum for the transaction of business at an Annual Meeting.

Section 4. Special Meetings. Special meetings of the Board may be called at the direction of the Chair or by majority of the voting trustees then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting. Notice of any special meeting of the Board shall be given at least three days prior thereto by written notice delivered physically or sent by mail, facsimile, or electronically. Any written notice shall be deemed to be delivered when actually received.

#### ARTICLE VIII: RULES AND REGULATIONS

The Board of Trustees shall adopt such rules and regulations as may be necessary for the proper conduct of its work. Robert's Rules of Order shall govern all meetings of the Foundation, unless suspended by a majority vote of those present at any meeting.

#### ARTICLE IX: LIMITATION ON ACTIVITIES: DISSOLUTION

The Foundation shall use its funds only to accomplish the objectives and purposes specified in the Bylaws, and no part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its trustees, officers, other private individuals, or organizations organized and operating for profit, except that the Foundation is authorized and empowered to pay reasonable compensation for services rendered. On dissolution or final liquidation of the Foundation, the Board shall, after paying or making provision for the payment of all lawful debts and liabilities of the Foundation, distribute all of the assets of the Foundation to the Association for Healthcare Philanthropy or its successor organization as long as such assets are devoted exclusively to charitable, educational, and/or scientific purposes and as long as such distribution of assets does not or would not adversely affect the qualification of the Foundation's pooled income fund under section 642 (c)(5) of the Internal Revenue Code or the charitable contribution deduction for transfers to such fund.

#### ARTICLE X: AMENDMENTS

These Bylaws may be amended at any meeting of the Board of Trustees by a majority vote of the trustees. Amendments so made shall be effective immediately upon passage.

#### ARTICLE XI: FISCAL YEAR

The fiscal year of the organization shall be July 1st through June 30th.

#### ARTICLE XII: INDEMNIFICATION

The Foundation shall indemnify any and all of its present and former trustees, officers, employees, agents, committee members, or any person who may have served at its request or by election as a trustee or officer of another corporation to the fullest extent permitted by applicable law.

Amended September 16, 2013

