

**Approved March 6, 2023**

**BYLAWS  
OF  
ANCOR FOUNDATION, INC.**

**GENERAL PURPOSE**

1. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986. More specifically, the purpose of the Corporation is to carry out, on a non-profit basis, the charitable and educational research purposes of the American Network of Community Options and Resources (“ANCOR”), itself a 501 (c) (6) tax-exempt organization, by assisting such organization to provide support to aid in the development of innovative program concepts, identify and disseminate information that will improve the quality of life experienced by people with disabilities, and raise funds to expand opportunities for people with disabilities.

**OFFICES**

2. The principal office of the Corporation shall be located in the greater Washington, D.C. area.

**NO MEMBERS**

3. The Corporation shall have no members.

**DIRECTORS**

**GENERAL POWERS OF DIRECTORS**

4. The Board of Directors shall be charged with the control and management of the affairs, business, and properties of the Corporation. The Board of Directors shall in all cases act as a Board and may adopt such rules and regulations for the conduct of its meetings as it may deem proper so long as such action is not inconsistent with the laws of the Commonwealth of Virginia, these Bylaws, or the Articles of Incorporation.

**NUMBER AND APPOINTMENT OF DIRECTORS**

5. The affairs of the Corporation shall be managed by the Board of Directors consisting of at least three (3) Directors as determined by the Directors from time to time. All

Directors shall be appointed by and may be removed, with or without cause, and replaced by the ANCOR Board of Directors. At no time may a majority of the Directors of the Corporation concurrently serve on the ANCOR Board of Directors.

The ANCOR Foundation Board shall submit names to The ANCOR Board for approval and confirmation by the ANCOR Board in September for the term beginning October 1. The ANCOR Foundation Board may recommend members to the ANCOR Foundation Board at any time for a special term to begin at a time other than October 1.

### **TERMS OF DIRECTORS**

6. All Director positions will be filled by appointment by ANCOR and shall serve staggered three (3) year terms absent resignation or removal in accordance with these Bylaws of the Corporation. The beginning and ending of Directors' terms shall coincide with the terms of ANCOR's Board of Directors, which begin October 1.

To assure a balance of the terms of office, the ANCOR Foundation may change the term of a Board member to attain a balance of rotation in Board members.

#### **Term Limits**

The term of service for a Director shall be three years. Each Director shall be limited to serving three consecutive terms, and then must remain off the Board of Directors for at least 12 months.

#### **Board Member Criteria**

All members of the ANCOR Foundation Board of Directors shall be, and at all times remain, duly authorized representatives of members (full or associate) in good standing of ANCOR. The Governance Committee can recommend up to two (2) additional Directors who need not be employed by a full or associate ANCOR member to meet specific needs of the Foundation.

#### **Appointment to Fill a Director Vacancy**

In the event a member of the Board of Directors ceases to be employed by a full member, dies, resigns, is removed, or is otherwise unable to complete their full term, the Governance Committee may recommend a successor to serve until the next annual election cycle, to be approved by the ANCOR Board of Directors.

#### **Removal**

Any Director may be removed from such office, with or without cause, upon recommendation by the Executive Committee and ensuing Foundation Board vote. After providing reasonable notice to the member and an opportunity to

provide a written response prior to the Board vote, the Foundation Board of Directors may remove a Director by a two-thirds vote of the full Board, and approval by the ANCOR Board of Directors. Additionally, ANCOR Board of Directors may remove any Director.

### **Resignation**

Any Director or officer may resign their office at any time; such resignation to be made in writing and to take effect from the time the same is received by the Corporation, unless some time is specified in the resignation, and then from that date. The acceptance of a resignation shall not be necessary to make it effective.

### **REGULAR ANNUAL MEETINGS OF BOARD**

7. Regular annual meetings of the Board of Directors shall be held at the discretion of the Board of Directors prior to the completion of the fiscal year of the Corporation to review the status report of the corporation of the prior fiscal year. Such meeting will be held at the Office of the Corporation or such other place that the Board of Directors may designate. Written notice of the meeting shall be mailed or sent by electronic communication, except as herein or by statute otherwise provided, to the last recorded address of each Director at least five (5) days and not more than forty (40) days before the date of the meeting. All notices of meetings shall set forth the place, date, time and purpose of the meeting.

### **SPECIAL MEETINGS AND ADDITIONAL REGULAR MEETINGS OF BOARD**

8. Special meetings of the Board may be called by the President on two (2) days' notice to each Director, such notice to be made in writing by mail or by electronic communication; special meetings may be called in like manner and on like notice on the written request of the Executive Committee. The Directors may provide, by resolution, the time and place for holding of additional regular meetings of Directors without other notice than such resolution.

### **BOARD VOTE**

9. A majority of the entire Board of Directors shall be necessary at all times to constitute a quorum for the transaction of any business. If a quorum is present, the affirmative vote of a majority of the Directors shall be deemed the act of the Directors unless the vote of a greater number of Directors is required by law, the Articles of Incorporation, or these Bylaws.

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if approved through electronic vote by all of the Board and such vote is filed with the next meeting minutes of the Board.

### **ATTENDANCE AT MEETINGS OF BOARD**

10. The Board of Directors shall meet via conference call or at a face-to-face meeting at least four (4) times per year. Directors may participate in a meeting of the Board of Directors, or a committee of the Board of Directors, by means of a telephone conference or by any means of communication by which all persons participating in the meeting are able to simultaneously hear one another, and such participation shall constitute presence in person at the meeting.

Excused absences in excess of fifty (50) percent will be cause for status review by the Executive Committee. Excused absences are any for which notification is provided.

### **ADDITIONAL BOARD MEMBER RESPONSIBILITIES**

11. Fundraising: Each Director shall contribute monetarily each fiscal year to the ANCOR Foundation. In addition, each Director shall assist in securing financial contributions by identifying, cultivating, and/or soliciting potential contributors.
  - Each Director shall assist in securing thoughtful contributions for the ANCOR Foundation's general fund.
  - Committee participation: Each Director shall actively participate in the work of one or more committees of ANCOR Foundation.

### **COMPENSATION OF DIRECTORS**

12. No Director shall receive any salary or compensation for their services as a Director, except as may be approved by the Board of the Corporation.

### **OFFICERS**

13. The officers of the Corporation shall be chosen by a majority vote of the Board of Directors. The officers shall include a President, Vice President, a Secretary, and a Treasurer. Two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers shall serve a three (3) year renewable term and remain in office until their successors are elected or appointed, with as nearly as practicable, half serving terms ending in odd years and half serving

terms ending in even years. An officer may be removed with or without cause by majority vote of Directors.

### **PRESIDENT**

14. The President shall preside over meetings of the Foundation Board of Directors and the full members. The President shall appoint individuals to serve as chairs and co-chairs of committees to direct the work of the ANCOR Foundation. The President shall also speak on behalf of the ANCOR Foundation and carry out other duties delegated by the Board of Directors.

### **VICE PRESIDENT**

15. The Vice President will assist the President in their duties and will serve on selected committees at the discretion of the current President or as otherwise specified in these Bylaws. The Vice President shall fulfill the duties of the President in case of the President's absence, incapacity, or resignation.

### **SECRETARY**

16. The Secretary shall keep minutes of all meetings of the Directors; shall act as clerk of the sessions of the Board, record all votes and the minutes of all proceedings in a book to be kept for that purpose, and perform like duties for standing committees; shall give, or cause to be given, notice of all meetings of the Board of Directors; shall maintain at all times in the principal office of the Corporation at least one copy of the Bylaws with all amendments to date; shall make the Bylaws, the annual statement of the affairs of the Corporation, and any other document on file at the office of the Corporation available for inspection by an officer or Director during reasonable business hours; and shall perform such other duties as may be prescribed by the Board of Directors or the President.

### **TREASURER**

17. The Treasurer, assisted by Foundation staff, shall have responsibility for monitoring and safeguarding corporate funds and securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer will review financials on a monthly basis, review the audit and annual 990 reporting and will work with Board and staff to develop an annual budget. The Treasurer will liaison with the ANCOR Finance Committee and participate in their quarterly conference calls.

The Treasurer shall disburse the funds of the Corporation as may be ordered by

the Board of Directors, taking proper voucher for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings or when the Board of Directors so requires, an account of all transactions conducted as Treasurer and of the financial condition of the Corporation.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond for the faithful performance of the duties of that office in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors.

### **COMMITTEES**

18. Standing committees include:

- Executive Committee – comprised of the President, Vice President, Secretary, Treasurer and the Foundation Director.
- Governance Committee– responsible for board development, nominations, orientation, recognition, and evaluation.
- Fund Development Committee – responsible for coordinating and leading fundraising activities.

Other committees will be developed as necessary. The membership of such committees may be comprised of ANCOR Foundation Directors as well as non-Directors, as determined by the ANCOR Foundation Board of Directors. The Chairperson of each committee shall be an ANCOR Foundation Director. Staff are non-voting members of any committee.

### **EXECUTIVE DIRECTOR**

19. The Board of Directors may hire an Executive Director who shall be the chief operating officer of the Corporation and be charged with day to day management of the business of the Corporation, shall take directions from the President and from the Board of Directors, and shall perform such duties and have such powers as the President and the Board of Directors may prescribe.

In lieu of an Executive Director, a Foundation Director may be appointed by the ANCOR CEO, in consultation with the Foundation’s Executive Committee, to assist the Foundation in the day to day management of the business of the Corporation.

### **WAIVER**

20. Whenever any notice whatsoever is required to be given under the provisions of the statutes or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **FISCAL YEAR**

21. The fiscal year of the Corporation shall be the year beginning on January 1 and ending on December 31.

#### **AMENDMENTS**

22. The Board, by the affirmative vote of a majority of the Directors, may amend or repeal these Bylaws at any regular meeting of the Board or at any special meeting of the Board, provided that notice of the proposed amendment or repeal has been given to each Director, provided that at least a majority of the entire board of Directors vote in favor of such amendment or repeal; and further provided that no such amendment or repeal shall be effective unless and until approved in writing by the ANCOR Board of Directors.

Amended: 3/21/06

Amended: 8/3/07

Amended: 3/12/09

Amended: 4/11/13

Amended: 2/4/20

Amended: 3/6/23