

**BYLAWS
OF
THE GIVING CIRCLE OF LOWER WESTCHESTER, INC.**

Adopted June 12, 2011

**Article I
Name**

The Giving Circle of Lower Westchester, Inc. (the "Circle") is the official name of the organization.

**Article II
Mission/Purpose**

The Circle was created to distribute donated funds through grants to not-for-profit organizations located in lower Westchester County in the State of New York that provide hunger-relief programs, such as food pantries, soup kitchens, shelters and residential programs.

**ARTICLE III
Goals**

The goals of the Circle are primarily to:

- Educate its members about the power of collective philanthropy;
- Broaden the awareness of its members about those in need in the community, particularly those who are unable to afford food for themselves or their families; and
- Raise a pool of funds each year that is sufficient to provide annual grants to support local hunger-relief programs, helping to feed some of the lower Westchester County children, seniors and others who are hungry or at risk of hunger.

**ARTICLE IV
Membership**

4.1 **Contributions.** Membership in the Circle is open to all people who wish to further the mission and goals of the Circle through financial support. Payment of a minimum annual contribution of \$250 is required for membership. Contributions may be donated in cash or marketable securities (provided an appropriate mechanism is in place to process such contributions).

4.3 **Vote.** Each member of the Circle will have one vote.

4.4 **Responsibilities.** The responsibilities of members include:

- Vote on matters regarding Circle donations;
- Encourage participation of individuals and organizations that support the mission and goals of the Circle; and
- Honor financial commitments to the Circle.

4.5 **Benefits of Membership.** Benefits of members include:

- Participate in a dynamic, philanthropic, and fun organization with minimal responsibilities;
- Offer input to the Circle's annual goals and awards;

- Make a significant impact with pooled monetary resources;
- Learn about not-for-profit organizations and the needs in the community; and
- Opportunity for leadership position within the Circle (e.g., Board of Directors).

ARTICLE V

Meeting of Members

5.1 **Annual Meeting.** The annual meeting of the Circle shall be held in January or February of each year on a date and at a location in lower Westchester County selected by the Board of Director. Other meetings may be called by the Board on written notice to the members. Where practical, notices of meetings shall be sent (by email) at least ten (10) days in advance of the meeting. Members may vote in person or by proxy.

5.2 **Quorum.** Forty percent (40%) percent of the voting members, present in person or by proxy, are necessary to constitute a quorum.

Article VI

Governance

6.1 **Board of Directors.** The Circle shall be governed by a Board of Directors of no less than 3 and no more than 10 members. The initial members of the Board of Directors shall be the founders of the Circle or their designees, who shall serve until the first annual meeting of the Circle. Thereafter, members of the Board of Directors shall be elected by Circle members at the Circle's Annual Meeting or following a vacancy on the Board. The Board of Directors is responsible for the Circle's management and operations. Notwithstanding the foregoing, prior to the first annual meeting of the Circle, the initial members of the Board will have the right to increase the number of directors comprising the Board and to fill the newly created vacancies without the consent of the members.

6.2 **Officers.** The Board of Directors may appoint among themselves the officers of the Circle, which may consist of a Chairman, President, one or more Vice-Presidents, a Secretary and a Treasurer.

6.3 **Quorum.** A quorum of the Board of Directors shall consist of a majority of its members. Board of Directors action may be taken by majority vote of its members present and voting.

6.4 **Term.** Members of the Board of Directors will serve one-year terms with a maximum of ten consecutive one-year terms. Officers will be appointed annually by the Board of Directors at a meeting held following the Annual Meeting of Members.

6.5 **Advisory Board.** The Board of Directors may create an Advisory Board and by majority vote elect members to serve thereon (in a non-voting capacity). Members of the Advisory Board may include current or former government officials, members of the clergy, community leaders and other individuals who can provide guidance to the Circle or otherwise advance the mission of the Circle.

ARTICLE VII

Grants

7.1 **Grant Committee.** The Board of Directors shall form a Grant Committee, which may include directors as well as members or the Circle who do not serve on the Board of Directors, to implement the Circle's grant making process described below.

7.2 Grant Making Process. The Grant Committee shall:

- Compile a list of front line hunger-relief organizations in lower Westchester County that ;
- Develop a form grant application;
- Promote the activities of the Circle to the public and potential grant applicants;
- Distribute grant applications;
- Review grant applications in order to determine if the applicant (i) meets the mission of the Circle and (ii) the grant award criteria described in Section 7.4 below;
- Visit applicant locations, meet with applicant representatives, review applicant materials and take such other actions that the Grant Committee believes is necessary or helpful in its assessment of applicants;
- Nominate grant applicants for presentation to the membership of the Circle;
- Send (via email) descriptions of the nominated applicants being nominated for funding to all members of the Circle at least 10 days prior to the meeting of the Circle at which the vote on the grant applicants is to be held; and
- Make a presentation of the nominated grant applicants at the meeting of the Circle at which the vote on the grant application is to be held.

7.3 Procedure for awarding Grants. The procedure for awarding grants is as follows:

- The Grant Committee will present the nominated grant applicants for consideration and approval at a meeting of the Circle to be held each year (preferably September or October).
- The ballot will list nominated grant applicants and proposed grant amounts.
- Grants shall be subject to approval by a plurality vote by the members of the Circle.
- Voting members not able to attend the meeting may vote by absentee ballot (by email or other written means).
- Annual grants (in the aggregate) may be awarded in an amount up to the balance of the Circle's account, subject to maintaining an operating reserve of at least \$500 at all times.

7.4 Criteria for Awarding Grants. Grant awards shall be subject to the following:

- Applicant organizations must be not-for-profit, tax-exempt organizations.
- Applicant organizations must meet the Circle's mission.
- The following are excluded from consideration:
 - Organizations that promote a particular religious ideology;
 - Endowment or capital projects and campaigns;
 - Dinner galas, advertising and other special fundraising events;
 - Intermediary funding agencies; and
 - Organizations based outside of lower Westchester County.

7.5 Emergency Fund. The Board of Directors is authorized to disburse up to 10% of its annual contributions for emergency needs (e.g., resulting from a fire, natural disaster, etc.) without a vote of the Circle members, subject, however, to the criteria set forth in Section 7.4. The full membership shall be promptly advised of any such disbursement.