

Sample Bylaws - Family Branch Representation

Article III Board of Trustees

Section 3.2 *Number and Qualifications*

(a) *Number* . The board shall be composed of a minimum of six members and a maximum of 15 members. At all times, no less than a simple majority of the members of the board will be members of the donor's family, provided that there are a sufficient number of family members who are willing, able and qualified to serve as trustees. For purposes of this section, the donor's family shall be defined as follows: donor's child 1, her lineal descendants and the spouses of such descendants; the lineal descendants of donor's child 2, deceased and their spouses; and the lineal descendants of donor's child 3, deceased and their spouses. In the event of a family member marrying a person with children, those children will be treated as members of the donor's family, if they are adopted.

(e) *Branch Representation*. There will be at least one family member from each branch on the board, if there is a family member willing and qualified to serve. If the only member of a branch is about to go off the board, the trustees and associates in that branch will recommend a new branch member for consideration by the Governance Committee for board membership. In all other cases, the Governance Committee will recommend new family trustees to the board without branch recommendation.

Section 3.3 *Election, Tenure, Resignation and Removal*

(a) *Election; Term of Office*. Trustees will be elected to initial terms of three years. Family trustees may be reelected after each three-year term. Nonfamily trustees may be elected to serve a second three-year term, after which there will be a minimum of one year off the board. Former board members need not serve as associates before being considered by the Governance Committee for board membership, and they may be considered after they have been off the board for one year.

(c) *Removal*. ...In the event of a *divorce*, the term of a divorced spouse of a family member as a trustee will terminate at the time of divorce. In the event of the *death of a family member*, the surviving spouse will continue as a family member as defined in Section 3.2(a). If the surviving spouse remarries, the subsequent spouse will not be considered a family member, but the surviving spouse will continue as a family member. If the surviving spouse marries and has children, the children will not be considered family members. In the event of a *separation*, if foundation work is adversely affected by the separation, the Governance Committee will be authorized to recommend to the board the removal of the spouse of a family member as trustee.

Article VI

Associate Status

Section 6.1 *Eligibility*. All descendants of donor, their spouses and the offspring of such spouses shall be eligible for election as associates of the foundation, if they will be at least 18 years of age on the date they would commence service. Associates shall be elected by the board, upon recommendation of the Governance Committee, for one-year renewable terms.... Election to associate status shall be based on the individual's demonstrated interest or experience in the foundation's areas of charitable concern, commitment to work in the foundation's programs and desire to gain experience in the operation of the foundation. Board members who rotate off the board may serve as associates.

Section 6.2 *Rights and Duties*. Associates shall be eligible for election to all board and nonboard committees. Associates shall be entitled to receive notice of and attend all meetings of the board and of the committee(s) on which they serve. Associates shall have full voting rights on their committees and the right to attend and participate in the discussions at board meetings, but shall have no voting rights on the board.

Article VII

Adjunct Status

Section 7.1 *Eligibility*. All descendants of donor, their spouses and the offspring of those spouses shall be eligible for election as associates of the foundation, if they will be at least 16 years of age on the date they would commence service. To apply for adjunct status, a family member will submit a proposal, which must be approved by the president, board chair and chair of the relevant program advisory committee.

Section 7.2 *Rights and Duties*. Adjuncts shall have no voting rights on the board or in committees. There is no meeting attendance requirement for adjunct status. For each adjunct, duties will be established by the president, board chair and chair of the relevant program advisory committee.