

**BYLAWS
OF
FRIENDS OF UNIVERSITY OF GUELPH, INC.
A District of Columbia Non-Profit Corporation
October 2023**

These By-Laws restate, revise, and amend prior By-Laws of the Friends of University of Guelph, Inc.

ARTICLE I: Name and Offices of Corporation

1. The name of the corporation is Friends of University of Guelph, Inc.
2. The corporation may have offices at such places as the Board of Directors may from time to time determine or the business of the corporation may require.
3. The principal office of the Friends of University of Guelph, a non-profit corporation incorporated under the laws of the District of Columbia and regulated by the 'Nonprofit Corporation Act of 2010' 29-401.01, is in the United States and registered with the Office of Recorder of Deeds, District of Columbia.
4. The Corporation shall maintain in service a Registered Agent in the District of Columbia. The board of directors may change the Registered Agent from time to time.

ARTICLE II: Purposes of Corporation

1. Friends of University of Guelph, Inc. is organized and operated to solicit, collect, receive, manage, administer and grant funds towards the charitable, educational, scientific, research, and literary purposes and projects of the University of Guelph, located in Guelph, Ontario, Canada and its constituent Colleges; and to engage in such other related activities as may be desirable or required to fulfil the purposes and objectives of the corporation.
2. Such purposes and projects of University of Guelph include, but are not limited to, providing scholarships, bursaries, and awards for students of the University of Guelph; providing aid and support for specific projects such as the purchase of equipment for a laboratory, library or teaching facility, or for academic programs; or for research projects and programs.
3. The Corporation operates for charitable, educational, religious, scientific, and literary purposes within the meaning of federal income tax under Section 501 (a) of the Internal Revenue Code as an organization described in Section 501 (c) (3) of such Code; Section 509 (a) (1), (2), or (3) of the Internal Revenue Code of 1954, or Sections 170(c) (2) (B), 501 (c) (3), 2055 (a) (2) or 2522 (a) (2) of the Internal Revenue Code of 1954; D.C. Nonprofit Corporation Act 2010; applicable State laws and digital record-keeping requirements.
4. References to sections of the Internal Revenue Code of 1954 at Article II paragraph 3 are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States internal revenue laws.

ARTICLE III: Members

1. The Directors of the Corporation for the time being are the only members of the Corporation.
2. Members of the Corporation are not subject to an assessment or levy.
3. The Board of Directors may change the requirements for membership of the Corporation.
4. An Annual Meeting of Members shall be held virtually or in person once each year at such date, time, place as shall be determined by the Board of Directors.

5. Meetings of members may be held via electronic communication (virtual conference) under conditions that allow members to read, hear and be heard concurrently.
6. At the Annual Meeting of Members, the members shall elect the Directors, and may transact such other business as may properly come before the members.
7. A member proposing business for the Annual Meeting of Members must request it in writing to the Secretary of the Corporation 30 days before the meeting.
8. Each member is entitled to one vote at meetings of the members. Proxy voting is not permitted.
9. A majority of the members constitute a quorum at all meetings of the members.
10. Each member shall have one vote on all matters submitted to the members for approval. The act of a majority of members at a meeting at which a quorum is present shall be an act of the membership, except as otherwise provided by law or by these bylaws.
11. Written Notice of the Annual Meeting of Members shall be sent to each member by any means, not less than ten (10) days nor more than fifty (50) days before the time set for such meeting, and must include the time, date, and place of such meeting.
12. Any member may waive the right to receive notice of a meeting by signing a waiver before or after the meeting. The attendance of a members at a meeting constitutes the waiver of the notice requirement.
13. The Parliamentary rules in the latest edition of Robert's Rules of Order govern the proceedings of the Corporation.
14. Any member may inspect the records of the Corporation for any purpose by request through its Registered Agent.

ARTICLE IV: Directors

1. The affairs of the Corporation shall be managed by the Board of Directors. The number of Directors to constitute the Board of Directors shall be as determined by the Board of Directors from time to time, provided, however, that there shall always be at least three (3) Directors.
2. Directors shall be elected by the members of the Corporation at the Annual Meeting of Members.
3. Directors shall be elected for a term of three years and be eligible for election for successive terms. An elected Director shall be immediately installed and hold office until a successor is elected. The term of service for Directors and the number of Directors elected each year is at the discretion of the Board of Directors.
4. Directors may be removed, with or without cause, by the vote of a majority of all the Directors at a meeting of the Directors.
5. A Director may resign by giving written notice to the Secretary or President of the Corporation.
6. Any mid-term vacancy created by such removal, resignation, or by any other reason, of a Director may be filled by the President of the Corporation or by another individual elected by resolution of the Board of Directors, and may serve until the next Annual Meeting of the Board of Directors.
7. A Director must discharge his or her fiduciary duties in good faith in the best interests of the Corporation.

ARTICLE V: Compensation of Directors

1. Directors shall not receive any compensation for their services,
2. Directors may, by resolution of the Board, be reimbursed for expenses within reason incurred in the performance of his or her role as Director. The Board may preauthorize and reimburse documented expenses incurred by a director, e.g., photocopying, shipping costs.

ARTICLE VI: Meetings of the Board of Directors

1. The management of the Corporation shall be vested in the Board of Directors. The Board shall establish policies and fiscal controls. It shall have the power to employ staff and other assistance, authorize expenditures, and take legal action in conformance with its By-Laws, Articles of Incorporation, and the District of Columbia Nonprofit Corporation Act 2010.
2. The Board shall designate trust companies, banks, or savings and loan associations, which shall deposit the money or securities of the Corporation; and invest funds. The Board shall rule on policy and authorize expenditures.
3. The Board shall comprise between three (3) and ten (10) Directors. The number of Directors to constitute the Board of Directors shall be as determined by the Board of Directors from time to time, provided, however, that there shall always be at least three (3) Directors.
4. The Corporation conducts business and makes binding decisions in ordinary or special meetings of the Board.
5. The Board of Directors shall hold at least one meeting per fiscal year, the Annual Meeting of the Board of Directors.
6. The Annual Meeting of the Board of Directors shall be held at such time and place as shall be determined by the Board.
7. The Board of Directors meetings may be held via electronic communication (virtual conference) under conditions that allow the Board to read, hear and be heard concurrently.
8. At all meetings of the Board, a majority of all the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting without notice other than announcement at the meeting until a quorum shall be present. If a quorum shall not be present at any meeting of Directors, an action shall be recommendatory only but may become valid if subsequently confirmed by a majority vote if taken at a Board of Directors meeting, or by unanimous written consent if taken outside a Board of Directors meeting.
9. Each Director shall be entitled to one vote. Proxy voting shall not be permitted. A majority vote of those present is required for a binding decision. In the event of an equality of votes, the President of the Corporation, if also a Director, shall have a casting vote.
10. Action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if all Directors consent thereto in writing. Such unanimous written consents taken outside of Board meetings must be recorded in the minutes of the next meeting of the Board.
11. A majority of the Directors of the Board may call a special meeting held virtually or in person at any time and place. Only the business described on the special meeting agenda shall be actionable.

12. Written notice by any means stating the time, day, and place of a Board meeting shall be delivered to each Board member between ten (10) and fifty (50) days before a meeting; and must include the time, date and place of such meeting.
13. A Director may waive the right to receive notice of a meeting by signing a waiver before or after the meeting. The attendance of a Director at a meeting constitutes the waiver of the notice requirement.
14. The Parliamentary rules in the latest edition of Robert's Rules of Order govern the proceedings of the Corporation.

ARTICLE VII: Administration

1. The corporation may purchase and maintain insurance on behalf of current, former, and all directors who have served at its request against any liability or settlement based on asserted liability incurred by them because of being or having been directors or officers, whether the corporation would have the power to indemnify them against such liability or settlement under this section.
2. The Corporation's Whistleblower Policy encourages members and employees to report business and ethical concerns to the President, anyone on the Board, or legal counsel without fear of retaliation.
3. The Corporation must maintain a conflict-of-interest policy and conduct periodic reviews to ensure compliance with the policy. Annually, each Director and Officer shall sign the Corporation's Conflict of Interest Disclosure Form. The Secretary maintains the records.
4. The fiscal year of the Corporation shall commence on May 1 and conclude on April 30.

ARTICLE VIII: Committees

1. The Board of Directors, by a resolution adopted by a majority of the Directors, may designate one or more other Board committees, each of which shall consist of at least two Directors.
2. The President shall have the authority to appoint Directors to committees.
3. A majority of the members of the committee shall constitute a quorum.

ARTICLE IX: Notices

1. Whenever, under the provisions of the statutes, the Incorporation Documents, or these Bylaws, notice is required to be given to any Director, such notice may be given orally or in writing by any means.
2. Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, and filed with the minutes or corporate records, shall be deemed equivalent thereto.

ARTICLE X: Officers

1. The officers of the corporation shall consist of a President, Vice-President, a Secretary, a Treasurer and such other officers as may be elected by the Board of Directors. These designated officers shall sign Corporation certificates, contracts, and other instruments.
2. Two or more offices of the Corporation may be held by the same person, except those of the President and Secretary.
3. Officers are elected at the Annual Meeting of the Board of Directors.

4. The officers of the corporation shall hold their offices for a term of three years or such other term not exceeding three years as shall be determined from time to time by the Board of Directors. Officers may be re-elected to successive terms. Any officers may be removed at any time by the Board of Directors. An officer may resign at any time by delivering notice to the Corporation.
5. The President shall have the powers and perform the duties commonly vested in the office of a president, including calling for meeting agendas and general knowledge of the business of the Corporation. The President shall preside over meetings and perform other duties the Board designates.
6. The President shall appoint a Nominating Committee consisting of a Chair and a Director. Thirty (30) days before the Annual Meeting, the Nominating Committee shall present the Board with a slate of nominees with different backgrounds, skills, opinions, and perspectives willing to stand for election to the Board.
7. In the absence of the President, the Vice-President shall perform the duties of the President and other duties the Board designates.
8. The Secretary attends all Board meetings, and assures, via Director AA&D, or equivalent, the:
 - supervision of the budget administration and execution of the Board's plans and policies;
 - digitizing and preserving of the records and the distribution of meeting minutes;
 - dissemination of the agenda, supporting materials, and proper notice to members;
 - maintenance of the official membership roster of the Corporation;
 - compliance with the records-keeping policy.
9. The Secretary shall perform such other duties as the President may designate, exercise the authority of the Vice-President in the absence of the Vice-President, and serve in support of the President.
10. The Treasurer shall be responsible for the financial management of the Corporation. The Treasurer collects money owing to the Corporation, dispenses Board authorized funds, maintains custody of funds, develops, and reviews the fiscal policies, approves the review of accounts annually, and issues reports (see Article XI for more detail). The Board may require that the Treasurer be bonded and perform other duties.
11. The Honorary President of the Corporation shall be the President and Vice-Chancellor of the University of Guelph.

ARTICLE XI - Reports

1. The President reports on the management of the Corporation.
2. The Treasurer reports the financial status of the Corporation, financial transactions of the preceding year, and plans for the succeeding year.
3. The Secretary reports on the preparation and timely filing of annual IRS reports and returns, including the biennial report for the District of Columbia. The Secretary shall verify reports that are executed by the President.

ARTICLE XII - Restrictions

1. The Corporation shall not authorize remuneration or make loans to Directors or Officers.

2. The members shall have no property rights in the assets of the Corporation.

ARTICLE XIII – Grant Making – Anti-Money Laundering – Anti-Terrorist - Practices

1. The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the charter of this corporation shall be within the exclusive power of the Board of Directors.
2. In furtherance of the corporation's purposes, the Board of Directors shall have the power to make grants to any organization organized and operated exclusively for charitable, scientific, or educational purposes within the meaning of section 501(c)(3) of the Code.
3. The Board of Directors shall review all requests for funds from other organizations, require such requests to specify the use to which the funds will be put, and if the Board of Directors approves the request, shall authorize payment of such funds to the approved grantee.
4. The Board of Directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes approved by the Board of Directors.
5. In its absolute discretion, the Board of Directors may refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.
6. After the Board approves a grant to another organization for a specific project or purpose, the corporation may solicit funds. However, the Board of Directors shall always have the right to withdraw approval and use the funds for other purposes.
7. The corporation will not use funds for any purposes and in any country or for any organizations which are contrary to US law, recommended procedures, or current regulations. If there is any doubt, the corporation shall obtain certification from a potential recipient of funding that it can receive from US organizations.
8. Under no circumstances will the corporation use funds for organizations or activities which are contrary to economic and trade sanctions based on US foreign policy and national security goals against targeted foreign countries and regimes, terrorists, international narcotics traffickers, those engaged in activities related to the proliferation of weapons of mass destruction, and other threats to the national security, foreign policy or economy of the United States.

ARTICLE XIV - Dissolution

Upon any dissolution or final liquidation of the Corporation, the Directors shall, after paying or making provision for the payment of all of the lawful debts and liabilities of the Corporation (including provision of a reasonable separation pay for the Corporation's employees), distribute all of the assets of the Corporation to one or more organizations having similar aims and objects as the Corporation shall qualify as organizations exempt from federal income tax under Section 501 (a) of the Internal Revenue Code of 1954 as an organization described in Section 501 (c) (3) of such Code, which are not private foundations as defined in Section 509 (a) of such Code and which have operated as public charities within the meaning of Section 507 (b) of such Code for the continuous period of at least sixty (60) calendar months as required therein; provided that such organizations shall be limited to corporations, trusts or community chests, funds or foundations which are created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia or any possession of the United States.

ARTICLE XV – Amending By-Laws

The Corporation may enact, amend, or restate By-Laws at any time by a majority vote of the directors, provided a written notice of the proposed change in the By-Laws is sent to such members before the meeting. If no such notice was given, the change is subject to ratification at the next meeting with full force and effect in the interim.

ARTICLE XVI - Approvals

It is approved by the Board this ___th day of _____, 2023.

President _____

Secretary _____