

MIDDLESEX COMMUNITY FUND

MEETING MINUTES

Meeting Date: March 25, 2021 at 11 am via Zoom

Invitees: Theresa Mann, Brigid Browning, Amy Brady

Agenda:

- Review of meetings w/ Rebecca
- Articles of Incorporation - Application w/ Secretary of State
- Mission Statement Creation
- Next Steps

Notes:

Members agreed meetings with Rebecca had been fabulous, very informative and helpful. They also agreed to include Abby's language in the current draft MCF Bylaws and aim to finalize the bylaws if possible (along with all grant applications), at the next meeting. Members reviewed the MCF Articles of Incorporation, and regarding next action steps for setup, Brigid suggested the Fund submit a full 1023 IRS application over using another organization as a pass through, as having an independent 501c3 designation would simplify fundraising efforts and not limit their ability to raise more than \$50,000/yr during their first three years. The group agreed to go ahead with the full application. Because Rebecca had suggested the group use a community project to raise initial awareness of MCF, members discussed helping with improving the gazebo, rebuilding of the church, and/or doing a Green Up Day event. Members discussed board recruitment, and because three years was a short window of time, they agreed not to put term limits in the Bylaws. Members discussed next steps:

Action Items:

Team to review the applications and amended bylaws that Brigid will send after this meeting.

Brigid to contact the Inter-Faith program director.

Theresa to look at Community Good (follow-up from last meeting).

Amy to reach out to 1) someone at Rumney to talk about the Principal's Fund and to make them aware of what we are doing; 2) resource who'd offered up help on PPF; and 3) Shaw's regarding gift cards.

The group agreed to check-in Thursday, 4/1 at 11 am via zoom, and the call ended. The latest version of the bylaws is inserted here:

MIDDLESEX COMMUNITY FUND BYLAWS

Article I Name of Organization

This organization shall be known as "Middlesex Community Fund, Inc." The Middlesex Community Fund is the trade name for Middlesex Community Fund, Inc.

Article II Mission

The mission of the Middlesex Community Fund is to make a difference in Middlesex by responding to individual and community needs.

Article III Purpose of Organization

The Middlesex Community Fund was formed by concerned citizens of Middlesex to facilitate the award of grants as set forth herein. The organization's primary purposes are as follows:

- (1) To provide services, not provided by the town of Middlesex, for the benefit of the residents of Middlesex, particularly for residents who are disadvantaged, elderly, disabled or of need.
- (2) To engage in activities that generally provide for the well-being of residents of Middlesex.

(3) To carry about any of the above purposes through the provision of grants to individuals, groups or entities upon submission and approval of worthy proposals.

Article IV Nature of the Organization

The Middlesex Community Fund is formed as a non-profit corporation in the state of Vermont. It will operate as an IRS Section 501(c)(3) charitable organization and will operate as a public charity. The organization will have no members and will not engage in political or legislative activities.

Article V Funding of the Organization

The Middlesex Community Fund may seek funding from a variety of sources including individuals residing in Middlesex, the general public, organizations whether or not for profit, and government and private grants. It may also secure funding through any other lawful means such as sales of items, raffles and fundraising events. Money collected may be commingled or may be segregated into different accounts and earmarked for specific activities or programs.

Article VI Directors and Officers

(1) Directors. The Middlesex Community Fund will have a Board of Directors consisting of no less than five (5) members. An individual serving as an officer of the organization may also serve as a member of the Board of Directors. Individuals to serve on the Board of Directors will be selected from residents of Middlesex or as the Board shall determine, but in all cases the majority of the Board shall be residents of Middlesex. The Board will be responsible for the oversight of the organization. It may establish policies for the organization or delegate this responsibility to the officers. The Board of Directors may appoint officers of the organization or an executive director. The Board of Directors shall hold at least one annual meeting and shall decide the date, time and place of their meetings. The Board of Directors shall establish rules and procedures for meetings. A minimum of three Directors will constitute a quorum. The Board of Directors shall have full authority to oversee and direct the affairs of the organization and to take any action to accomplish this, providing such action is lawful and consistent with the purpose of this organization as set forth in these bylaws, including any properly adopted amendment to these bylaws. The Board of Directors by majority vote may remove a director and appoint a new director to fill a vacancy. One or more vacancies in the composition of the Board shall not prevent the Board from acting as long as there are at least three (3) Director positions filled and all other requirements of the Board as set forth herein are met.

The Board of Directors may appoint up to four officers of the organization – president, vice-president, secretary and treasurer. Officers may be removed at any time by action of the Board of Directors, who shall have the authority to fill any officer vacancies. The president shall serve as the chief officer of the organization. The vice president will perform the duties of the president during the president's absence and may perform other duties that may be requested by the Board of Directors from time to time. The treasurer, subject to direction from the Board of Directors and the President, will be responsible for the receipt, deposit and investment of funds; maintenance of the financial records of the organization; the preparation of financial statements; interfacing with financial institutions; and preparing and filing tax returns. The secretary shall have the responsibility of maintaining the records of the organization; receiving and preparing correspondence of the organization; and preparing and filing any governmental or other filings necessary for the organization to carry out its business or to comply with applicable law.

Article VII Staff and Consultants

The Directors, or Officers, if appointed, have the authority to hire employees, contract with independent contractors or solicit volunteers to assist in the day-to-day operations of the organization. The Directors, or Officers, if appointed, also have the authority to retain consultants, including accountants and lawyers, to assist them in running the organization. The Directors, or Officers, if appointed, may set salaries, enter into contracts, and reimburse fees and expenses as they deem necessary for the operations of the organization.

Article VIII Programs and Policies

The Board of Directors and Officers, if appointed, shall be responsible for developing programs to fulfill the mission of the organization. They may establish written policies as necessary to carry out these programs. They shall be empowered with full authority to take any lawful action necessary to ensure that the mission of the organization is accomplished.

Section 8.01 Awarding of Grants

Grants distributed by Middlesex Community Fund will further the Middlesex Community Fund's exempt purposes of providing assistance to people in need, and funds to organizations that serve them, in Middlesex. By distributing funds, the Middlesex Community Fund will improve life for the Middlesex community members and enhance community resources.

Section 8.02 Grant Applications and Reporting

A grant request or application will be required for all applicants. The Middlesex Community Fund reserves the authority to withhold or recover grant funds in case such funds are, or appear to be, misused. Grantees are required to ensure that Middlesex Community Fund funds, if received, will only be used for the purpose for which the grant is made.

Section 8.03 Procedure for Awarding Grants

- (a) Basic Needs Requests/Applications will be reviewed upon receipt, voted on by the Board, and funds will be distributed directly to vendors on an applicant's behalf. Applicants may receive gift cards from businesses supplying goods and/or services in order to fulfill an individual's or family's request.
- (b) Education Scholarship Applications will be reviewed upon receipt (annual deadline May 1st), voted on by the Board, and funds will be granted directly to scholarship recipients on an objective and nondiscriminatory basis. Scholarships will be awarded to those applicants attending an educational institution that normally maintains a regular faculty and curriculum and normally has a regularly organized body of students in attendance at the place where the educational activities are carried on. For these purposes, grant recipients need not be limited to degree candidates, nor must the grant be limited to tuition, fees, and course-required books, supplies and equipment. A recipient may use grant funds for room, board, travel, research, clerical help or equipment, that are incidental to the purposes of the scholarship or fellowship grant.
- (c) Camp Scholarship Applications will be reviewed upon receipt, voted on by the Board, and funds will be distributed directly to the camp on an applicant's behalf.
- (d) Community Project Applications will be reviewed upon receipt, voted on by the Board, and funds will be distributed directly to vendors on an applicant's behalf.
- (d) Members may vote on grant applications in person, or by way of phone or email.
- (e) Grants may be awarded in an amount up to the balance of the funds in the Middlesex Community Fund's bank account as long as a minimum of \$50.00 is maintained after disbursement of the grants.
- (f) Grants shall be awarded upon approval of a simple majority of the voting membership.

Section 8.04 Criteria for awarding grants

- (a) Applicants must either live or work in Middlesex.
- (b) Applicant organizations must meet the Middlesex Community Fund's mission.
- (c) Projects or programs that promote a particular political ideology are excluded from Middlesex Community Fund grant consideration.

Article IX. Indemnification

The Middlesex Community Fund shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a member of the Middlesex Community Fund, as well as their heirs, executors, and administrators, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Middlesex Community Fund.

Article X. Conflict of Interest

Section 10.01 Purpose

The purpose of the conflict of interest policy is to protect the Middlesex Community Fund's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the Middlesex Community Fund or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 10.02 Definitions

- (a) Interested Person: Any member of the Middlesex Community Fund is an interested person.
- (b) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1) An ownership or investment interest in any entity with which the Middlesex Community Fund has a transaction or arrangement,
 - 2) A compensation arrangement with the Middlesex Community Fund or with any entity or individual with which the Middlesex Community Fund has a transaction or arrangement, or

3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Middlesex Community Fund is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 10.02, a person who has a financial interest may have a conflict of interest only if the appropriate Middlesex Community Fund decides that a conflict of interest exists.

Section 10.03 Procedures

(a) Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the members of the Middlesex Community Fund committee considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Middlesex Community Fund meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest:

1) An interested person may make a presentation at the Middlesex Community Fund meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2) The chairperson of the Middlesex Community Fund shall, if appropriate, appoint disinterested person to investigate alternatives to the proposed transaction or arrangement.

3) After exercising due diligence, the Middlesex Community Fund shall determine whether the Middlesex Community Fund can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Middlesex Community Fund shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Middlesex Community Fund's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy:

1) If the Middlesex Community Fund has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Middlesex Community Fund determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 10.04 Records of Proceedings

The meeting minutes of the Middlesex Community Funds shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Middlesex Community Fund's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 10.05 Compensation

(a) A member of the Middlesex Community Fund who receives compensation, directly or indirectly, from the Middlesex Community Fund for services is precluded from voting on matters pertaining to that member's compensation.

(b) A member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Middlesex Community Fund for services is precluded from voting on matters pertaining to that member's compensation.

(c) No member of the Middlesex Community Fund whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Middlesex Community Fund, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VIII Amendments

The Board of Directors shall have the authority to amend these bylaws at any time by an instrument in writing duly adopted by a majority of the members of the Board. No amendment shall be made that would cause the affairs of the organization to be operated in a manner contrary to the requirements of Section 501(c)(3) of the Internal Revenue code, as now in force or as hereafter amended.

Article IX Dissolution

In the event of dissolution, all Middlesex Community Fund assets will be donated to the Vermont Community Foundation, to be directed to an organization that benefits Middlesex residents.

Adopted this 18 day of March, 2021

Initial Board of Directors

Amy Brady
Abby Brown
Brigid Browning
Theresa Mann
Liz Scharf