Association of Technology, Management & Applied Engineering

Bylaws and Operational Policies

Foundation Board

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Article I – Introduction

1.1 Organizational Authority: The ATMAE Foundation Board derives its organizational authority from Article VIII – 8.3 of the Bylaws of the Association of Technology, Management, and Applied Engineering. Article VIII – 8.3 reads as follows:

Foundation Board: A Foundation Board is established within ATMAE to set up and maintain a fund to support ATMAE activities. The Foundation Board has final decision-making authority for policies and procedures, conducting Foundation fund-raising activities, maintenance of the fund, and grant making activities.

1.2 Purpose: The ATMAE Foundation, established and operated within the 501(c)(3) ATMAE incorporation status, is organized exclusively to solicit funds actively from individuals, organizations, and trusts to support activities consistent with the purpose and objectives of the Association of Technology, Management, and Applied Engineering as established in the ATMAE Constitution and Bylaws. The Foundation shall be always operated within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and now enacted or hereafter amended, including, for such purposes, the making of distributions in support of ATMAE activities and programs. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

1.3 Duration: The duration of the ATMAE Foundation shall be perpetual unless dissolved by a revision of the Bylaws of the Association of Technology, Management, and Applied Engineering.

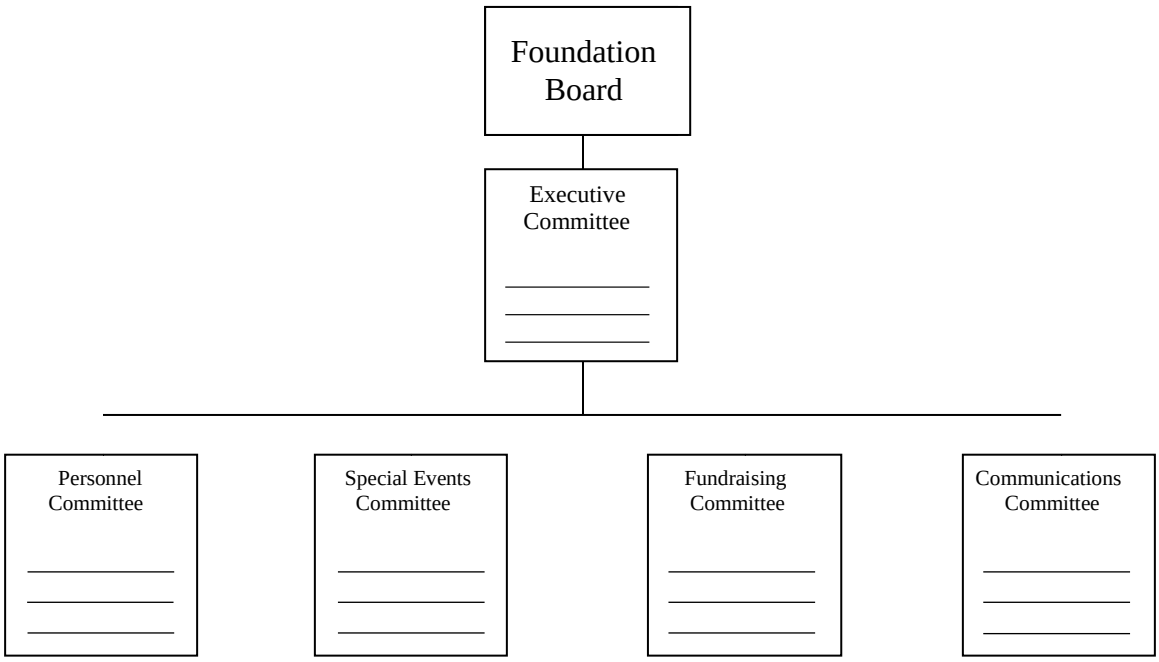
1.4 Dissolution: At the time of the dissolution of the ATMAE Foundation, all assets of the Foundation Limited Fund, excluding Named Endowment Programs which shall be maintained or disposed of pursuant to the agreement between the foundation and the donor, will immediately become available as general operating funds for the Association.

1.5 Responsibility and Authority: The Foundation Board has final responsibility and authority for the operation of the Foundation including all decisions related to the expenditure of funds in support of ATMAE activities. Specific responsibilities of the Foundation Board are:

1.5.1 Development Campaigns: The design and implementation of development campaigns to encourage donor contributions to the Foundation Fund.
1.5.2 Endowment Programs: The identification and development of specific temporary and permanent endowment programs.
1.5.3 Donor Recognition: The design and implementation of programs and activities that will appropriately recognize donor contributions.
1.5.4 Fund Allocation: The allocation of Foundation funds in support of programs and activities that promote the objectives and interests of the Association
1.5.5 Program Review and Evaluation: The regular review and evaluation of programs and activities that have been funded by the Foundation.
1.5.6 Program Oversight: The general oversight of all Foundation activities and programs.
1.5.7 Investment Oversight: The general oversight of investment programs for foundation funds.
1.5.8 Accounting Procedures: The establishment of financial accounting procedures for controlling Foundation funds.

1.6 Organizational Structure: The Foundation organizational structure includes the Foundation Board, an Executive Committee, a Personnel Committee, optional Special Events, Fundraising, Communications Committees, and other ad hoc committees as appointed by the Board Chair.

ATMAE Foundation
Organizational Structure



Article II – Foundation Board

2.1 Board Composition: The membership of the Foundation Board shall consist of the following:

2.1.1 Appointed Voting Members: The Foundation Board shall appoint voting members of the Foundation Board from among the recommendations for appointment provided by the Personnel Committee.

2.1.1.1 Three ATMAE members from the Professional 4-Year Academic membership class shall be appointed to a 4-year term of office

2.1.1.2. Two ATMAE members from the Professional 2-Year Academic membership class shall be appointed to a 4-year term of office.

2.1.1.3 One or two individuals who are retired ATMAE members, representatives from the business and industry community, or members of the public. A retired ATMAE members may have been in any membership class prior to retirement. A member of the public is not required to have any prior affiliation with or membership in ATMAE. A representative from the business or industry community may be an ATMAE member from the Professional Industry membership class, a retired ATMAE member who was a member of the Professional Industry membership class prior to retirement, an individual who is not an ATMAE member who is working in business or industry or who had been working in business or industry within the ten years prior to the beginning of their term of office.

2.1.2 Time of Appointment; Terms of Office of Appointed Voting Members; Initial Terms of Office May Vary: Appointments of Foundation Board members shall be made by the Board at least 30 days prior to the annual Foundation Board meeting at the ATMAE Conference. The term of office of appointed voting members is four years, except for initial appointments as described in this paragraph. With respect to initial appointments pursuant to these bylaws, all open positions may be filled by appointment from Foundation Board members holding office at the time of adoption of these bylaws and, to the extent necessary to ensure staggered four-year terms, at least one member from each membership class shall be appointed to a four-year term and those other members appointed or elected under this section may be appointed or elected to one-year, two-year, or three-year terms as is appropriate. In years following the initial appointments of members under these bylaws, individuals will be appointed to open Board positions each year.

2.1.3 *Charles Keith Circle Members; Voting Member Status:* Individuals who become Charles Keith Circle members pursuant to a pledge or contribution pursuant to these bylaws shall be voting members of the Foundation Board for a period of three years from their date of membership in the Charles Keith Circle and shall be non-voting ex-officio members of the Foundation Board for life. A Charles Keith Circle Board member may also be appointed as a voting member of the Board under section 2.1.1 or 2.1.2 as a voting; a Charles Keith Circle Board member so elected or appointed under this subsection shall only have one vote as a Board member.

2.1.4 *Executive Director; Ex Officio Member*; The Executive Director of the Association shall serve as an exofficio member of the Foundation Board.

2.1.5 *Secretary, Treasurer;* A voting member of the ATMAE Foundation Board shall serve as secretary with the staff support services of an administrative assistant from ATMAE. A voting member of the Foundation Board shall serve as Treasurer, with staff support services of an ATMAE accountant.

2.1.6 Beginning and End of Terms of Office:

2.1.6.1 *Appointed Voting Members*: The term of office of appointed voting members of the Foundation Board members shall begin at the call to order of the annual Foundation Board meeting at the annual ATMAE Conference immediately after their appointment; the term of office shall end at the call to order of the annual Foundation Board meeting in the year their term ends.

2.1.6.2 *Charles Keith Circle Members:* The term of office of a Charles Keith Circle board member shall begin immediately after their status as a new Charles Keith Circle member is reported to the Foundation Board; the term of office shall end three years after the date the term began. (➔ Possibly three persons with five+ years …)

2.1.7 *Appointment to Fill Vacant Board Positions; Removal for Cause:* The Chair of the Board has the authority to fill any vacant position on the board which has become vacant due to resignation, death, disability, or other inability of the board member to serve. An individual appointed under this section shall be a member of the Association or a Charles Keith Circle member. The term of office shall begin immediately upon their appointment. An individual so appointed shall fill the remainder of the unexpired term for the vacant position.

2.1.7.1 Removal for Cause: A voting member of the Foundation Board may be removed from office for cause; such cause shall be limited to active violation of the Foundation bylaws or official policies, or persistent lack of attendance at board meetings, including meetings conducted by electronic means. To remove a member for cause under this section, the Foundation Board must act in a meeting and approve a motion to remove for cause that describes the cause and which is approved by a vote of at least one vote more than a majority of all voting members serving on the Foundation Board.

2.2 Officers: There shall be four officers of the Foundation Board consisting of a Chair, Vice-Chair, Treasurer, and Secretary. The Chair, Vice- Chair, and Treasurer shall be elected to two-year terms of office by the Foundation Board. The Chair, Vice-Chair, and Treasurer may be re- elected to consecutive terms.

2.2.1 Duties of the Chair: The duties of the Foundation Board Chair are as follows:

- Prepare agendas and preside at all meetings of the Foundation Board.
- Prepare an Annual Report for the Foundation and present it to the Executive Board of the Association and at the Annual Business Meeting of the Association.
- Keep the Association Executive Board informed of all matters of policy and all issues of concern to the Association.
- Assist the Personnel Committee to identify individuals who may be nominated as members of the Foundation Board. Notify individuals of their appointment to the Foundation Board.
- Serve as Chair of the Executive Committee of the Foundation Board.
- Notify individuals of their appointment to the Foundation Board.
- Develop and monitor a "Task and Timeline List" for all officers and committees of the Foundation Board and work with officers and committees to ensure that tasks are completed.

2.2.2 Duties of the Vice Chair: The duties of the Foundation Board Vice Chair are as follows:

- Discharge the duties of the Chair in his/her absence.
- Assist the Chair as requested in discharging the duties of the Chair.
- Assist the Personnel Committee to identify individuals who may be nominated as members of the Foundation Board.
- Serve as a member of the Executive Committee of the Foundation Board.
- Assist all officers and committees to ensure that tasks are completed.

2.2.3 Duties of the Secretary: The duties of the Foundation Secretary are as follows:

- Take and distribute minutes of all official meetings of the Foundation Board.
- Provide on-going support for individuals and operational committees working on programs and activities of the Foundation Board.
- Maintain the permanent files for all Foundation records.
- Complete other duties as assigned by the Foundation Board.
- Provide for a recorder of minutes of the Foundation Board meetings.

2.2.4 Duties of the Treasurer: The duties of the Foundation Treasurer are as follows:

- Provide quarterly financial reports to all members of the Foundation Board.
- Prepare annual financial reports for use by the Foundation Board Chair in his/her reports to the Association Executive Board and at the annual Business Meeting of the Association.
- Maintain accurate databases of all Foundation donors including donor levels and categories with the assistance and support of ATMAE staff.
- Complete other duties as assigned by the Foundation Board.
- Prepare an annual budget proposal for approval by the Foundation Board with the assistance of the Executive Committee and ATMAE staff
- Work with the Executive Committee to invest Foundation funds appropriately.

Article III - Committees

3.1 Committees:

3.1.1 Executive Committee: The Board Chair, Vice-Chair, Treasurer, and Secretary of the ATMAE Foundation Board, shall constitute the Executive Committee of the Foundation Board. The duties of the Executive Committee are as follows:

- Monitor the daily activities of the Foundation Board to ensure that the Bylaws and Operational Policies established by the Foundation Board are being followed and that all activities are in accordance with Association regulations.
- Monitor Foundation Board investments, report to the Foundation Board quarterly on the status of investments and recommend investment strategies.
- Submit an annual report to the Foundation Board at the Board meeting held at the annual ATMAE conference which includes an assessment of Foundation activities with recommendations for continuous improvement.

3.1.2 Personnel Committee: Each year the Foundation Board Chair, with the approval of the Foundation Board, shall appoint a Chair and two additional members of the Foundation Board to serve on a Personnel Committee. The duties of the Personnel Committee are as follows:

- Work with the Foundation Board Chair to identify all open positions on the Foundation Board.
- Identify one or more individuals each year for appointment to each position on the Foundation Board for which the current representative's term of office ends in the coming year.
- Submit a report to the Foundation Board at least 60 days in advance of the Board meeting held at the annual ATMAE conference, reporting the individuals recommended for appointment to the Board. The report shall include an assessment of Committee activities during the past year with recommendations for continuous improvement, along with goals for the coming year with plans to achieve them.
- The Personnel Committee shall be augmented with members of ATMAE who volunteer and are appointed to serve by the Chair of the Foundation Board. The membership of the Personnel Committee shall comprise a senior member of ATMAE in a leadership position as co-chair and junior members of ATMAE.

3.1.3 Fundraising Committee: Each year the Foundation Board Chair, with the approval of the Foundation Board, may appoint a Chair and two additional members, who need not be members of the Foundation Board nor ATMAE members, to serve on a Fundraising Committee. The Treasurer shall serve as a member of the Fundraising Committee. The duties of *a* Fundraising Committee are as follows:

- Establish annual goals and action plans for fundraising activities
- Submit the annual goals and action plans to the Foundation Board for approval at the Board meeting at the ATMAE Convention.
- Evaluate the success of the previous year's goals and action plans and provide recommendations and an annual report to the Foundation Board for future fundraising activities. The report shall include an assessment of Committee activities during the past year with recommendations for continuous improvement, along with goals for the coming year with plans to achieve them.
- Work with the Special Events & Projects Committee to accomplish Foundation objectives.
- The Fundraising Committee shall be augmented with members of ATMAE who volunteer and are appointed to serve by the Chair of the Foundation Board. The membership of the Fundraising Committee shall comprise a senior member of ATMAE in a leadership position as co-chair and junior members of ATMAE.
- The Foundation Board shall retain the services of a fundraising consultant to assist with fundraising activities external to ATMAE.

3.1.4 Special Events & Projects Committee: Each year the Foundation Board Chair *may* appoint a Chair and two additional members, who need not be members of the Foundation Board nor ATMAE members, to serve on a Special Events & Projects Committee. The duties of *a* Special Events & Projects Committee are as follows:

- Plan Foundation Board special events and projects including those focusing on fundraising.
- Submit the special event and projects plans for the next *year* the Foundation Board for approval. Submit an annual report of Committee activities to the Foundation Board at the meeting held at the annual ATMAE conference. The report shall include an assessment of Committee activities during the past year with recommendations for continuous improvement, along with goals for the coming year with plans to achieve them.
- The Special Events & Projects Committee shall be augmented with members of ATMAE who volunteer and are appointed to serve by the Chair of the Foundation Board. The membership of the Special Events & Projects Committee shall comprise a senior member of ATMAE in a leadership position as co-chair and junior members of ATMAE.
- Work with the Fundraising Committee to accomplish Foundation objectives.

3.1.5 Communications Committee: Each year the Foundation Board Chair may appoint a Chair and two additional members of the Foundation Board to serve on a Communications Committee. The ATMAE Foundation Board Secretary shall serve as a member of the Communications Committee. The duties of a Committee are as follows:

- Develop and establish recognition categories,
- Work with the Secretary and Treasurer or appropriate committees to provide for acknowledgement letters, website recognition, certificates, plaques, and ceremonies for donors to the Foundation Fund.
- Submit an annual report of the Communications Committee activities to the Foundation Board at the meeting held at the annual ATMAE conference. The report shall include an assessment of Committee activities during the past year with recommendations for continuous improvement, along with goals for the coming year with plans to achieve them.
- The Communications Committee shall be augmented with members of ATMAE who volunteer and are appointed to serve by the Chair of the Foundation Board. The membership of the Communications Committee shall comprise a senior member of ATMAE in a leadership position as co-chair and junior members of ATMAE.
- Work with the Fundraising Committee and fundraising consultant to accomplish Foundation objectives.

3.1.6 Committee Reports: All committees, except as provided in this Section, shall submit an annual written report at the Board meeting held during the annual ATMAE Conference and at other times as requested by the Chair of the Executive Board or the Chair of the Foundation Board.

Article IV – Meetings and Reports

4.1 Meetings and Reports: The Foundation Board is required to meet at the annual conference of the Association. Other meetings may be called by the Foundation Board Chair.

4.1.1 Quorums: A quorum shall consist of a majority of voting members of the Foundation Board, and actions shall be approved by a majority vote of a quorum.

4.1.2 Voting by Electronic Means: The Foundation Board may conduct meetings, other than the Board meeting at the ATMAE annual conference, by electronic communication methods providing that notice of

the meeting is provided and receipt of the same is confirmed by a majority of the Foundation Board members. A record of the confirmation of notice of the meeting and the result of such electronic votes must be included in the minutes of the next regularly scheduled Foundation Board Meeting.

4.1.3 Parliamentary Authority: Robert's Rules of Order (most recent edition) shall be the authority governing all other matters of procedure not covered in Foundation Bylaws and Operational Policies.

4.1.4 Reports: The Secretary-Treasurer shall prepare and distribute regular reports to Foundation Board members which include donor levels as well as Foundation Fund investment levels and account balances as directed by the Foundation Board.

4.1.5 Annual Reports: The following annual reports are required:

4.1.5.1 Foundation Report: The Foundation Board Chair, with the assistance of the Secretary and Treasurer of the Foundation Board, will prepare an Annual Report for the Foundation and present it to the Executive Board of the Association, the Foundation Board, and at the Annual Business Meeting of the Association. In addition to the Annual Foundation Report, the Foundation Board Chair will prepare an assessment report on Foundation activities with recommendations for continuous improvement.

4.1.5.2 Committee Reports: All committees shall provide reports as required in Article III.

Article V – Foundation Fund

5.1 Limited Fund: A limited fund shall be established within ATMAE with both receivable and payable accounts. The Treasurer of the Foundation Board, with staff support from ATMAE, shall manage all financial activities for the Foundation Board including but not limited to issuing invoices and receiving payments, paying bills in the normal course of business, monthly account reconciliations and reports, general assets sales to pay normal operating expenses, and reimbursing the ATMAE Association for actual expenses and services rendered by the ATMAE Association on behalf of the ATMAE Foundation.

5.1.1 Spending Authority: All expenditures from the Fund shall be either approved through general policies established by the Foundation Board or shall be approved by specific action of the ATMAE Board.

5.1.2 Endowments: The Foundation Board may establish temporary or permanent endowments within the Foundation Fund to provide support for specific activities and/or programs.

5.1.3 Administrative Provisions: The Foundation Fund's fiscal year shall be the same as the Association's fiscal year.

Article VI – Contributions

6.1 Donors: The Foundation Fund will accept contributions from individuals, corporations, and foundations.

6.2 Contribution Categories: The Foundation will maintain a permanent list of donors and contribution levels and will develop and maintain donor programs.
Develop levels of donors – Platinum ($10,000), Diamond ($5,000), Gold ($2,500), Silver ($1,000), and Bronze ($500).

6.2.1 Charles Keith Circle: The Charles Keith Circle donor program is established pursuant to this subsection. Individuals, corporations, or foundations who contribute $10,000 or more in a single year or on a cumulative basis will become permanent members of the Charles Keith Circle. Donors who pledge $10,000 or more, either by annual contributions of $1,000 or more or by designation in wills, will be listed as candidate members of the Charles Keith Circle as of the date the pledge was made.

Article VII – Travel Policies

7.1 Foundation Board Member Travel: Foundation Board members are reimbursed for travel to Board meetings held in conjunction with the annual ATMAE Conference from the Limited Fund. Foundation Board members shall be reimbursed for travel and related expenses incurred directly to raise funds for the ATMAE Foundation.

VIII – Revision of Foundation Bylaws and Operational Policies

8.1 Responsibility and Authority: Responsibility and authority for revising the Bylaws and Operational Policies of the Foundation rests with the Foundation Board. ATMAE members shall be made aware of proposed revisions, along with a request for reactions to the revisions, through hard copy or electronic communications methods at least six weeks prior to any vote on such revisions by the Foundation Board. All members of the Foundation Board will be made aware of any reactions received to the proposed revisions at least ten (10) days prior to the Board vote on the revisions.