

BYLAWS OF
The Aubrey Foundation

ARTICLE I – NAME AND PURPOSE

Section 1 – Name:

The name of the organization shall be The Aubrey Foundation. It shall be a nonprofit and charitable organization incorporated under the laws of the State of New Jersey.

Section 2 – Mission Statement:

To foster a strong North Brunswick Township community and to empower local students to achieve their goals. The Aubrey Foundation is a 501(c)3 non-profit organization.

Section 3 – Our Inspiration:

Aubrey Pappas was extraordinary. She enriched many lives by *living her life* centered on being genuine, honest, kind, & always helping others. Her positive energy is the driving force that led to the creation of this Foundation. The Aubrey Foundation will continue her legacy by hosting community service events and movements inspired by *her* ideas, dreams & missions. This Foundation believes that Aubrey's inspiration continues to radiate throughout the communities she was so greatly a part of and our members will continue to give and help others in her memory.

Section 4 – Our Tagline:

Life is short: Love selflessly, be compassionate, teach to inspire & give to those in need. If we #LiveLikeAubrey, together, we will make a world a better place.

ARTICLE II – MEMBERSHIP

Section 1 – Membership:

Membership shall consist of the Executive Board, the General Board, Committee Members and Volunteers.

ARTICLE III – EXECUTIVE BOARD

Section 1 – General Description:

The Executive Board is responsible for overall policy and direction of the foundation, day to day operations associated with each role and ensuring that all decisions made align with our mission. The Executive Board is responsible for creating a yearly budget, sharing all Executive Board meeting minutes and financial documents with the General Board. The Executive Board is responsible for making decisions via a majority vote of all in attendance at Executive Board

meetings. The Executive Board is responsible for handling all conflict management issues between members within The Aubrey Foundation and amongst external relationships, as needed.

Section 2 – Description of Responsibilities *(The Executive Board responsibilities may be divided up between any number of individuals, as long as it represents 49% or less of the General Board.)*

Secretary: The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all Executive and General Board meetings and if applicable the 5K meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that appropriate records are maintained. The Secretary will keep members accountable for updating all necessary documents, sharing/CC-ing all correspondence and ensuring that all adhere to the attendance policy. The Secretary will facilitate all Executive and General Board meetings. The secretary will create and maintain a foundation calendar, ensure all events are staffed and facilitate the text chains, including sending meeting reminders. The Secretary shall also be responsible for enforcing accountability for each member's respective responsibilities and commitment. The Secretary is responsible for managing the Google account including but not limited to email, calendar and Google Drive for the foundation. The Secretary is responsible for ensuring that all memberships (PO Box, Center for Nonprofits, etc) and the Insurance Policy is renewed. The Secretary will be back-up to the Treasurer as needed.

Treasurer: The Treasurer shall present a financial report at each Executive and General Board meeting. The Treasurer shall track the bank account, regularly check the P.O. Box for incoming checks, oversee all events' finances, prepare all budgets as necessary, develop fundraising plans, file yearly financial documents including, but not limited to, taxes, 990N, CRI 300R, and w-9, and make financial information available to board members and the public. The Treasurer shall also send out formal tax deductible letters to all donors. The Treasurer will oversee purchases being made for the foundation, including events, and ensuring members have cash during events. The Treasurer will be responsible for reimbursing members and holding members accountable to the set budget when they make purchases. All financial documents shall be sent to the secretary to be filed, and shared under the Treasurer folder in the Shared Google Drive. The Treasurer (and the Secretary) will be an authorized signer and will have access to withdrawal and deposit funds in and out of the corporation's bank account. The Treasurer will be back-up to the Secretary as needed.

Marketing Chair(s): The Marketing Chair(s) is/are responsible for developing and executing the marketing plan. This includes all print and digital media forums, including, but not limited to:

- Press Releases (year round; for events, donations, volunteer work, etc.)
- Design/Creation of flyers, signs, banners, postcards, etc.,
- Foundation (and event) branded merchandise/giveaways/apparel
- Website Updates/Maintenance
- Social Media (regular posting, including, but not limited to: simple posts, photo albums, creation of events, advertising, sponsor spotlights & responding to comments/direct messages.

The Marketing Chair(s) is/are responsible for working with other members of the Executive Board & Committee Members to coordinate that marketing designs are decided upon and purchased in a timely manner. The Marketing Chair(s) has jurisdiction, with his/her committee,

to determine how the marketing budget will be spent. All documents and invoices shall be shared in the Marketing Folder on the shared Google Drive.

Events Chair(s): The Events Chair(s) is responsible for managing the coordination/leading meetings associated with the following two events:

- **Purple for Pappas 5K:** The Events Chair(s) is responsible for planning & leading all 5K meetings, managing all 5K operations from start to finish and keeping committee members accountable for their commitments. The Events Chair(s) is also responsible for updating the Executive and General Board at all meetings on 5K progress, including but not limited to updates on registration, sponsorships, vendors, volunteers, logistics and community relations. The Events Chair(s) is responsible for ensuring that all files and folders are updated in the Purple for Pappas 5K Folder on the shared Google Drive.
- **Cigar Night:** The Events Chair(s) is responsible for planning & leading all Cigar Night meetings, managing all Cigar Night operations from start to finish and keeping committee members accountable for their commitments. The Events Chair(s) must work in conjunction with an Anthony Raspa Scholarship Fund Liaison. The Cigar Night Chair is also responsible for updating the Executive and General Board at all meetings on Cigar Night progress, including but not limited to updates on registration, sponsorships, vendors, volunteers, logistics and community relations. The Events Chair(s) is responsible for ensuring that all files and folders are updated in the Cigar Night Folder on the shared Google Drive.

Philanthropy Chair(s): The Philanthropy Chair(s) is responsible for being The Aubrey Foundation Liaison (and school liaison) associated with all gifting for the foundation, further described below:

- **Scholarships:** The Philanthropy Chair(s) is/are responsible for planning & leading all Scholarship meetings, managing all Scholarship operations from start to finish and keeping committee members accountable for their commitments. The Philanthropy Chair(s) will be the liaison to the North Brunswick Township Board of Education and School Administration as it pertains to this giving initiative. The Philanthropy Chair(s) is responsible for updating the Executive and General Board at all meetings on Scholarship(s) progress, including but not limited to essay prompts, submission timeline, and recipient list. The Philanthropy Chair(s) is responsible for coordinating all submitted essays, Awards Night Script and thank yous/follow up to recipients. The Philanthropy Chair(s) is responsible for ensuring that all files and folders are updated in the Scholarships Folder on the shared Google Drive.
- **Linwood Club:** The Philanthropy Chair(s) is responsible for being the liaison between the Linwood Club advisor and The Aubrey Foundation and providing updates at all Executive and General Board meetings. The Philanthropy Chair(s) is responsible for ensuring that all files and folders are updated in The Linwood Club Folder on the shared Google Drive.

There will be 3 Debit cards linked to The Aubrey Foundation bank account; cardholders will be the Secretary, the Treasurer, and one marketing chair.

Section 3 – Terms, Election, and Commitment:

Terms:

Each member of the Executive Board will hold his/her given role for one calendar year with the option to renew or change roles for the following year.

Election:

In order to be elected or sit as an Executive Board Member one must have held the position of General Board Member and involvement in at least 1 committee for at least the 1 year prior to he/she joining the Executive Board.

During the last meeting of each calendar year anyone interested and eligible in holding an Executive Board position for the following year will be asked to stay after the General Board Meeting concludes. Roles will be determined via a majority vote of those in attendance in the following order: Secretary, Treasurer, Marketing Chair, Events Chair, Philanthropy Chair.

The Marketing Chair, Events Chair, and Philanthropy Chair may all be co-chaired, with first preference going to either Marketing or Events.

Commitment:

Each member of the Executive Board is committed to upholding their individual roles & responsibilities in addition to:

- Attending regularly scheduled Executive Board Meetings
- Volunteering 16 hours at scheduled events
- 4 Flex Hours: Flex Hours can be achieved by choice of: working additional events and/or actively partaking in the Fundraising and Recruiting Plan.
 - If choosing to partake in the Fundraising and Recruiting Plan, locations and follow up should be recorded and must produce results in the form of *new* money, goods, vendors, working volunteers and/or General Board members.
- Adhere to the Attendance Policy.
- If an individual can no longer continue his/her position he/she must notify all members of the Foundation Board for a mid-year election to fill the spot.

Section 4 –Accountability:

In the event that an Executive Board Member is unable to fulfill his/her responsibilities and/or commitments the following action(s) will apply:

- Loss of Voting Rights: he/she will lose voting rights at Executive Board meetings until he/she is in accordance with the ByLaws and expectations of the organization.
- Ineligible for *Executive Board* re-run: he/she will not be eligible to run for an Executive Board position for the following calendar year.

ARTICLE IV - GENERAL BOARD

Section 1 – General Description:

The General Board is responsible for being a representative of The Aubrey Foundation by living out the mission and contributing thoughts, insights and suggestions throughout the year. The General Board is also responsible for actively participating in the foundation's Fundraising and Recruiting Plan. The General Board will be responsible for voting on the yearly budget.

Section 2 – Role, Size, and Compensation:

The General Board will be comprised of the Executive Board members and up to 15 additional members; 51% must be unrelated and non Executive Board members. The General Board receives no compensation.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Executive and General Board members, committee members or other private persons. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3 – Terms, Election and Commitment:

Terms:

All General Board members will chose a one, two, or three-year term; regardless of length of term all are eligible for re-election to additional terms. Each year term will begin on January 1st and go through December 31st of that year.

Election:

The last meeting of the calendar year is open to the General Public. Anyone interested in joining the General Board will be asked to stay after the General Board meeting concludes. If 20 or less individuals volunteer, those present will sign the contract and decide on his/her term. If there are more than 20 individuals who volunteer, the newly appointed Executive Board will determine participation within the General Board and Committees for the following year.

Commitment:

Each member of the General Board is committed to upholding their individual roles & responsibilities in addition to:

- To be a positive representative and respectful team member both within and outside The Aubrey Foundation meetings and events; this includes representing The Aubrey Foundation in a positive way through *all* conversations and interactions.
- Attending semi-annual General Board meetings, for each year of his/her term (in addition to other meetings and/or conference calls on an as-needed basis.)
- 5 Flex Hours can be achieved by choice of: volunteering at events, hosting a fundraiser that benefits The Aubrey Foundation and/or actively partaking in the Fundraising and Recruiting Plan.
 - If choosing to partake in the Fundraising and Recruiting Plan, locations and follow up should be recorded and must produce results in the form of *new* money, goods, vendors, working volunteers and/or General Board members.
- Participating or volunteering at the Purple for Pappas 5K or Cigar Night (*hours spent at these two events does not count towards flex hours*).
- Adhere to the Attendance Policy.
- If an individual can no longer continue his/her position he/she must notify all members of the Foundation Board for a mid-year election to fill the spot.

Section 4 – Accountability:

In the event that a General Board Member is unable to fulfill his/her responsibilities and/or commitments the following action(s) will apply:

- Loss of Voting Rights: he/she will lose voting rights at General Board meetings until he/she is in accordance with the ByLaws and expectations of the organization.
- Ineligible for *Executive Board*: he/she will not be eligible to run for an Executive Board position for the following calendar year.

Section 5 – Vacancies, Resignation and Termination:

In the case of an unexpected vacancy or resignation on the General Board that results in a General Board whereby more than 51% of members are related, the Executive Board will appoint an unrelated General Board Member to fill the vacancy.

Resignation from the General Board must be in writing and received by the Secretary. A General Board member may be removed for other reasons via majority vote of either the General Board or Executive Board depending on the circumstance.

ARTICLE V - MEETINGS, NOTICE & ATTENDANCE

Section 1 – Meetings and Notice:

The dates on which all General Board meetings and Executive Board meetings occur will be determined by the Executive Board and shared with all members of the General Board no later than January 31st of that calendar year.

For all General Board meetings, each member will have email notice and preview of the agenda at least two weeks in advance, except in unusual circumstances where emergency meetings are necessary.

Most Executive Board meetings will be a closed working session. However, General Board members that do not sit on the Executive Board are always invited to email their thoughts, concerns, suggestions or requests to have an open forum for discussion to: TheAubreyFoundation@gmail.com.

Section 2 – Attendance Policy

The following applies to all members of The Aubrey Foundation (*General Board, Executive Board and all Committees*).

- Each meeting's supporting documents must be submitted as determined by the Secretary or Chair. Failure to do so will warrant a conversation with the Secretary or Chair.
- If unable to physically attend a meeting (due to sickness, weather, unexpected circumstances, etc.) one is able to call in and participate without being considered absent.
- Excused Absence: In order to be considered an excused absence one must update the supporting documents and provide at least 24 hours notice with a legitimate reason (ie; work, family illness, other pre-scheduled commitment).
- Unexcused Absence: Failure to update supporting documents and provide 24 hours notice with a legitimate reason will be considered an unexcused absence. One unexcused absence will warrant a warning.
 - *Pertaining only to the Executive Board:* Two unexcused absences will warrant grounds for dismissal.
 - Executive Board Members that Chair a committee will determine grounds for dismissal for their committee.

ARTICLE VI – COMMITTEES

Section 1 – Committee Formation:

Committee Members may include anyone interested or appointed (open to General Public). The Committee Chair(s) will be responsible for executing his/her assigned committees' responsibilities.

Section 2 – Marketing Committee:

The Marketing Committee is responsible for helping to deliver the Marketing Chair(s) responsibilities in implementing The Aubrey Foundation's marketing plan.

Section 3 – Purple for Pappas 5K Race Committee:

The race committee will be responsible for organizing, managing, and advertising the annual Purple for Pappas 5K including, but not limited to: registration, sponsorship, vendors, volunteers, logistics and community relations. They are responsible for attending prep nights as necessary, in addition to attending/working the 5K, and managing event follow-up.

Section 4 – Cigar Night Committee:

The Cigar Night Committee is responsible for planning and coordinating all logistics for Cigar Night including, but not limited to, contracting with all vendors and sponsors, advertising, attending/working the event, and managing event follow up. The Cigar Night Committee must consist of representatives from both The Aubrey Foundation and The Anthony Raspa Memorial Scholarship Fund.

Section 5 – Scholarships Committee:

The Scholarships Committee is responsible for creating the scholarship that will be given, reading all submission essays, deciding the recipients of all foundation funded scholarships and attending the Awards Night(s) to distribute the Scholarships.

Section 6 – Other notes

In the absence of a committee, it will fall under the responsibility of the Executive Board to assist the said chair in completing all committee tasks.

There may be additional committees established throughout the life of this Foundation as the Executive Board or General Board sees fit.

Each committee member will sign a contract acknowledging that they have read and will adhere to The Aubrey Foundation ByLaws.

ARTICLE VII – ADJUSTMENTS & AMENDMENTS

Section 1 – Adjustments and Amendments:

These bylaws may be adjusted or amended at any time by the Executive Board. However, in order for any adjustments or amendments to go into effect they must be approved by a majority vote of the General Board.

ARTICLE VIII – DISSOLUTION

Section 1 – Dissolution:

In the event of dissolution of the foundation, the remaining assets must be used exclusively for exempt purposes, specifically gifts to recipients meeting criteria described herein.

CERTIFICATION

These bylaws were approved at a meeting of the General Board by a majority vote on **DATE**

Secretary

_____ Date _____

Treasurer

_____ Date _____

Marketing Chair

----- Date _____

Events Chair

_____ Date _____

Philanthropy Chair

_____ Date _____