

National Cartoonists Society Foundation, Inc.

**B Y L A W S O F T H E
N C S F O U N D A T I O N**

Est. 2005



SECOND EDITION

November, 2007

Table of Contents

Article I. – Offices		3
Article II. – Purposes		3
Article III.– Members		4
Section 3.01	Definition, Responsibilities and Eligibility	4
Section 3.02	Term	4
Section 3.03	Meetings	5
Section 3.04	Order of Business	5
Section 3.05	Voting	6
Section 3.06	Dues	6
Article IV. – Directors		7
Section 4.01	Management of the Foundation	7
Section 4.02	Election and Terms of Directors/Offices	7
Section 4.03	Resignations	8
Section 4.04	Removal	8
Section 4.05	Vacancies	9
Section 4.06	Duties	10
Section 4.07	Inability to Act	11

Section 4.08	Meetings	11
Section 4.09	Waiver of Notice	12
Section 4.10	Oversight	12
Article V. – Officers Duties		13
Section 5.01	Officers and their duties	13
Section 5.02	Indemnification	14
Article VI. – Construction		14
Article VII. – Amendments		14
Article VIII. – Dissolution		14

Article I. – Offices

The name of the initial registered agent and the address of the initial registered office of the Foundation is:

Name: National Cartoonists Society (“NCS”)

Address: 1133 W. Morse Blvd., Suite 201, Winter Park, FL 32789

Article II. – Purposes

The National Cartoonists Society Foundation (“Foundation”) is established as the primary charitable arm of the NCS, and has been organized for the following purposes:

1. To generally support education concerning the art of cartooning.
2. To provide financial assistance to cartoonists and their families in times of extreme hardship.
3. To take any other action consistent with the rules for a 501 (c) (3) organization.
4. To solicit funds and receive donations and legacies for the stated purposes above.

Article III.– Members

Section 3.01 Definition, Responsibilities and Eligibility

- a) Eleven (11) members (“Members”) will constitute the body of the Foundation.
 - i) Nine (9) of those Members are to be elected by a majority vote of the Board of Directors of the NCS (“NCS Board”) with their terms beginning, and running concurrently, with the term of the newly elected NCS Board.
 - ii) The remaining two Member positions are reserved for the prior NCS President—one term removed, and a current NCS Board Member as set forth in Section 4.02.
- b) Members shall be responsible for determining the direction of the policies, purposes and projects of the Foundation.
- c) All Members of the Foundation shall be Regular Members in good standing of the NCS.
 - i) If at any time, it is determined that a Member is no longer a member in good standing of the NCS, the Member must return to good-standing status within thirty (30) days of notification or the Member’s position in the Foundation will be replaced.

Section 3.02 Term

- a) The initial slate of Members shall be elected to serve terms as follows:
 - Eight of the Members shall serve terms of four (4) years each.
 - Seven of the Members shall serve terms of two (2) years each.
- b) Subsequent to the initial four-year terms, the standard term for a Member shall be four (4) years, to coincide with the timing of the NCS Board’s term starting and ending dates (subject to provisions in Section 3.02-c regarding term limits of Members appointed to fill vacancies). The effect shall be that approximately half of the body of Members is up for election or re-election at one time.
- c) No Member may serve for more than two terms consecutively (a total of eight years).
 - i) A Member may serve again on the Foundation after an interim of at least two (2) years.

- d) If a Member cannot complete a term, another member shall be appointed by the NCS Board to fill the vacancy within 30 days of the vacancy.
 - i) A Member appointed to fill a vacancy may be elected by the NCS Board to a succeeding full term at the end of the vacated term. The previous time served shall not be counted toward the full term limit.

Section 3.03 Meetings

- a) The Members shall meet at least once per calendar year. For convenience, one annual meeting shall be held at the location of, and during the period of the NCS Reuben Awards convention.
 - i) Other meetings of the Members may be called at the discretion of the Board of Directors of the NCS Foundation (“Foundation Board”).
 - ii) Special meetings other than the Reuben Award meeting may be held either by conference telephone call or other communication device or service as determined by the Foundation Board, provided all eligible Directors are able to hear or read the full content of the discussion.
- b) The presence of not less than ten Members at any meeting is required to constitute a quorum, and shall be necessary for any business of the Foundation to be conducted.
- c) If a quorum is not attained, the meeting shall be adjourned, and rescheduled by the Secretary within four weeks. A rescheduled meeting may be held under the provisions in Section 3.03, ii regarding Special Meetings.

Section 3.04 Order of Business

The order of business at meetings of the Members or the Foundation Board will be as follows:

1. Roll Call
2. Reading of the minutes of the preceding meeting
3. Reports of the committees
4. Reports of officers

5. Old and unfinished business
6. New business
7. Good and welfare
8. Adjournments

Section 3.05 Voting

- a) Actions taken by the Members that require a vote include:
 - i) Any changes in the bylaws of the Foundation,
 - ii) The election of Directors/Officers of the Foundation Board from the Members at large as set forth in Section 4.02 of the Bylaws,
 - iii) The election of a Foundation Director from the current NCS Board,
 - iv) Or, any other Foundation business a Member has been moved and seconded by another Member.
- b) A majority vote is required for a motion to be approved.
- c) Any eligible Member may authorize another person or persons to act for the Member by proxy.
 - i) Every proxy shall be signed by the Member or the Member's attorney-in-fact.
 - ii) Proxies will not be valid after the expiration of eleven (11) months from execution, or upon the revocation of the proxy by the Member executing it.

Section 3.06 Dues

No dues are required for Members to participate.

Article IV. – Directors

Section 4.01 Management of the Foundation

The Foundation will be managed by the Board of Directors, which will consist of five (5) Directors, each a Regular member in good standing of the NCS. The Board will include the offices of President, Vice President, Secretary and Treasurer.

The Foundation shall employ the services of a professional management company to help with the day-to-day functions of the Foundation. For the sake of continuity, the Foundation shall employ the same management company as the NCS.

Section 4.02 Election and Terms of Directors/Offices

- a) The Foundation Board of Directors (“Foundation Board”) shall consist of:
 - i) A former NCS President, who shall serve a term or terms in succession after an interim of either one or two terms has passed since his/her term as President of the NCS, depending on the number of terms served by the prior Foundation President.
 - a. The Foundation President shall be given automatic membership in the Foundation for the length of his/her term upon succession to the post. The former NCS President is not included on the slate for election by the Members.
 - b. The requirement of a former NCS President as the President of the Foundation Board is for the creation of an “institutional memory” from which the Foundation can benefit.
 - ii) One current NCS Board member representing the newly elected NCS Board, who shall be given automatic membership in the Foundation for the length of his/her term.
 - a. The NCS Board shall determine its representative on the Foundation Board to serve concurrently with his/her NCS term.

- b. The NCS President shall not be eligible to serve as the NCS representative.
 - c. The NCS representative may be elected to any of the officers' positions except President.
- iii) Three (3) Members at large from the Foundation, elected by majority vote of the Members.
- b) Elections of the Directors shall be held by written ballot submitted to the Members no earlier than thirty (30) days before, or later than fifteen (15) days after the annual meeting, coincidental with the installation of the new NCS Board. The new officers of the Foundation Board shall be installed no later than forty-five (45) days after the annual meeting. The postmark deadline will be prominently displayed on the ballot.
- i) The newly elected Foundation Board shall convene to determine which Board members will fill the offices of Vice President, Secretary and Treasurer.

Section 4.03 Resignations

Any Director may resign effective upon giving written notice to the Chairman of the Board/ President unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 4.04 Removal

- a) Any Director may be removed at any time, with or without cause, by the affirmative vote of a majority of all the members of the Board of Directors.
- b) The Board of Directors may remove a Director and declare vacant the office of such Director if he or she has been declared of unsound mind by an order of court or has been convicted of a felony.

Section 4.05 Vacancies

Vacancies on the Board shall be filled by a person(s) meeting the same position and eligibility requirements as set forth in Section 4.02-a.

- a) All vacancies in the Board, with the exception of President, shall be filled by a majority vote of the Foundation Members.
 - i) Each Director so elected shall hold office for the unexpired portion of the term, at which time his/her successor shall be elected at the annual meeting of the Members.
 - ii) A Director elected to fill a vacancy will remain eligible for election for the regular succeeding term
- b) The Members may elect a Director at any time to fill any vacancy not filled by the Directors within thirty (30) days. Any such election requires a majority vote of the Members.
- c) Vacancies in the office of Foundation President, whether by resignation or removal, shall be filled following this line of succession:

The NCS President next in line for the Foundation Presidency (the immediate former NCS President),

the immediate prior Foundation President,

any former NCS President as elected by a majority vote of the NCS Board.

Section 4.06 Duties

The first action of the Foundation Board shall be to approve and enter into a contract with the NCS, binding upon both organizations, which will define the duties, obligations and relationship, fiscal or otherwise, of each organization to the other. Such contract may not bind either party to duties or obligations contrary to their respective bylaws.

The Foundation Board shall be responsible for the following:

- a) Executing the policies and projects determined by the Members to further the purposes of the Foundation.
- b) Directing the investments of the Foundation's funds
- c) Disbursing grants, donations, scholarships, and any other gifts that fall under the purposes of the Foundation.

a. Hardship disbursements

- a. Disbursements to individual cartoonists or their families for the purpose of relieving financial hardship due to sickness, incapacity, death, disaster, or any other reason the Foundation Board determines on the basis of need, shall be made at the sole discretion of the Board.
- b. All such disbursements shall be approved by majority vote of the Board.
- c. All hardship disbursements shall be discussed and made in the strict confidentiality of the Foundation Board to protect the recipients' privacy. Therefore, no discussion of such details may be made during general meetings of the Members. General details of hardship disbursements such as the number of disbursements, amounts and kind may be included in the Treasurers report provided such details protect the anonymity of the recipients.

b. Mandatory disbursements

- a. In keeping with the stated purposes of the Foundation, the Foundation shall, by the second anniversary of its inception, be disbursing at least seventy-five percent (75%) of the net income of the Foundation per year as described in Article II, and Section 4.06, c).

“Net Income” is defined for this purpose as the annual interest income generated by the principle acquired by the Foundation from legacies, fundraising, or any other bequest or donation less the annual costs of operating the Foundation.

- d) The Foundation Board shall be empowered to amend the bylaws of the Foundation subject to ratification by the NCS Board within thirty (30) days. Failure of the Board to ratify the changes will render the new bylaws invalid.

Section 4.07 Inability to Act

In the case of absence or inability to act of any officer of the Foundation and of any person herein authorized to act in his place, the Foundation may from time to time delegate the powers or duties of such officer to any other officer, or any director or other person whom it may select.

Section 4.08 Meetings

Meetings shall follow the same order of business set forth in Article III, Section 3.04.

- a) The Board shall meet at least once per calendar year, during the NCS Reuben Awards convention, separate from, but coordinated with the annual meeting of the Members.
 - i) Other meetings of the Members may be called at the discretion of the Foundation Board.
 - ii) Special meetings or any rescheduled meeting—including the annual Reuben Award meeting—may be held either by conference telephone call or other communication device or service as determined by the Foundation Board, provided all eligible Directors are able to hear or read the full content of the discussion.
- b) Meetings of the Board may be held at any place which has been designated in the notice, or if not stated in the notice or there is no notice, the principal executive office of the Foundation or as designated by the resolution duly adopted by the Board of Directors.
- c) Attendance by a majority of the Directors constitutes a quorum necessary for conducting the business of the Board.
 - i) In the absence of a quorum a majority of the Directors present may adjourn any meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given

prior to the time of the reconvened meeting to the Directors who were not present at the time of adjournment.

- ii) A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.
- d) Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.
- e) Any action, required or permitted, by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 4.09 Waiver of Notice

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.10 Oversight

The Ethics Committee of the NCS are charged with oversight of the Members and Board of the Foundation, and can investigate complaints and make recommendations to the NCS Board on courses of action.

Article V. – Officers Duties

Section 5.01 Officers and their duties

- a) The President shall act as Chairman of the Board and head of the Corporation/
Foundation in all matters, and shall preside over all meetings of the Members or the Board.
 - i) The President shall be empowered to enter into any binding contractual relationships on behalf of the Foundation, subject to oversight by the Foundation Board. No other Officer or Member of the Foundation shall be empowered to enter binding contractual relationships on behalf of the Foundation without Board approval.
- b) The President and/or the Board of Directors may assign duties or committee authority to Members as needed.
- c) The Vice President will be charged with assisting the President with fundraising and management of Foundation business as needed, and assume temporary duties of the President in his/her absence.
- d) The Secretary will be charged with the duties of handling general correspondence of the Foundation not requiring the President's signature, and will keep a faithful record of all business transacted at meetings.
- e) The Treasurer— will handle the monies of the Corporation, approving and disbursing funds as directed and approved by the Board and/or the Members. The Treasurer will also carry out the directives of the Board regarding investments of the Foundation's funds. Board approval is required for all unbudgeted expenditures.
 - i) A formal audit will be made within sixty (60) days of the conclusion of each fiscal year, or at any other time the Board may direct, and the results reported to the Foundation Board, Members and the NCS Board.
 - ii) In the interests of full disclosure, all financial records of the Foundation shall be made available to the NCS Board for their review or audit at any time.
 - a. The cost of special audits beyond the annual audit, if demanded by the NCS Board, shall be borne by the NCS if there is a discrepancy of less than 5% from the annual audit. If there is a discrepancy of more than 5%, the Foundation shall bear the cost of the audit.
 - iii) A full financial report of the annual audit shall be made to the NCS Board no less than once per year. A public report shall be made at the annual Reuben Awards

convention General Business Meeting. The annual audit shall also be summarized in the official newsletter of the NCS.

Section 5.02 Indemnification

The Foundation shall indemnify and hold harmless, any of its Directors or Members, past or present, or their heirs, executors, or administrators, from any loss, claim or legal expenses that they personally incur as a result of their performance as a Member or Director of the Foundation to the extent allowed by the Florida Not For Profit Corporation Act. The Foundation shall maintain adequate insurance to provide this protection to its Members and Directors.

Article VI. – Construction

If there is any conflict between the provisions of the articles of incorporation or these bylaws, the articles of incorporation will govern.

Article VII. – Amendments

Changes, amendments, and deletions of these bylaws may be made by the Members by majority vote at one of the annual meetings provided they are proposed and seconded at least thirty (30) days prior to the meeting. Members will be supplied with up-to-date bylaws in a timely manner after they are altered.

Article VIII. – Dissolution

Upon dissolution of the Foundation, the assets of the Foundation shall be disbursed as proscribed in the Articles of Incorporation of the NCS Foundation.