

**ASSOCIATION BY-LAWS**  
**Del-One Foundation**  
**A Non-Profit Corporation**  
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These are the Bylaws of Del-One Foundation a non-profit corporation organized and operated to collect and distribute funds for philanthropic purposes within the State of Delaware.

**ARTICLE I PURPOSES, POWERS AND PRINCIPAL OFFICE**

**1.1 Purposes and Powers**

The purposes for which this Association is formed are:

- a. Specifically and primarily to collect and distribute funds for philanthropic purposes within the State of Delaware.
- b. In accordance with Delaware State Corporations Code, to enter into and perform activities in its own name. However, no member or contributor to this Association shall be individually or personally liable for the debts or liabilities incurred by the Association unless it is purposely assumed in writing. Furthermore, there is no presumption or inference that any member of this Association has consented or agreed to incur any obligation of this Association from the mere fact of becoming or remaining a member or by signing its By-Laws.
- c. To enter into transactions only as authorized by the Delaware Commercial Code.
- d. To receive such funds, in trust or otherwise, as can legally and properly be used for the purposes of this Association.
- e. To adopt, amend or repeal By-Laws provided herein, provided, however that the initial By-Laws of this Association may be adopted by two-thirds vote of the Directors named in these Articles.
- f. To sue and be sued in its own name.
- g. To have and to exercise all other rights and powers now conferred, or which may hereafter be conferred on such associations by law, or which do not contravene the law or public policy of the State of Delaware or of the United States of America.

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h. The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each paragraph shall, except where otherwise expressed, not be limited or restricted by reference to or inference from the terms or provisions of any other paragraph, but shall be regarded as independent purposes and powers.

i. Notwithstanding any of the foregoing provisions, this Association shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary non-profit purposes of this Association as set forth in Paragraph 1.1 of this Article I.

**1.2 Office Location**

The principal office of the Association for the transaction of business is located at 270 Beiser Boulevard, Dover DE 19904.

**ARTICLE II MEMBERS**

**2.01 Classes of Membership and Rights**

The Association will have one class of members only, and the membership, voting and other rights, interests and privileges of each member shall be equal. No member shall have any interest in the assets of the Association.

**2.02 Qualifications**

Qualifications for membership are as follows: Individuals who reside in the State of Delaware, or contiguous counties of Delaware which include Chester and Delaware counties in Pennsylvania, and Cecil, Kent, Queen Anne's, Caroline, Dorchester, Wicomico, & Worcester counties in Maryland, and contribute, or authorize contributions to be made in their name to the Association's non-profit fund, for the purposes of furthering the philanthropic activities of organizations within the State of Delaware.

**2.03 Admission**

Qualified persons will be admitted to membership in the Association by paying annual dues in the form of a contribution of at least twelve dollars (\$12.00) to the Association and by signing a disclosure for membership in this Association. This disclosure may be amended from time to time by the Board of Directors. Contributions will be utilized to support the philanthropic activities of organizations within the State of Delaware. The form of the disclosure shall contain the statement that the person has "read and accepts" its terms. A person qualified for membership shall be a person who resides in the State of Delaware, or contiguous counties of Delaware which include Chester and Delaware counties in Pennsylvania, and Cecil, Kent, Queen Anne's, Caroline, Dorchester, Wicomico, & Worcester counties in Maryland, and is concerned with the philanthropic needs of the State of Delaware area and desires to assist the Association to meet those needs.

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**2.04 Fee**

There shall be no fee for joining, applying or to gaining membership in the Association, except for the membership dues.

**2.05 Dues and Contributions**

Dues, in the form of a contribution, for each member will be at least twelve dollars (\$12.00) sum per year as the Board of Directors may set from time to time by formal resolution. Dues and contributions of each member will be paid with submission of the membership application.

**2.06 Assessments**

Membership in this Association will be non-assessable.

**2.07 Property of Dues and Contributions**

Dues and contributions paid to the Association become the property of the Association and any several or individual interest of any member therein terminates on such payment.

**2.08 Termination of Membership**

The membership of any member of the Association will automatically terminate upon:

- a. Receipt of written notice of termination delivered to the Secretary or President of the Association by the U.S. Postal Service or
- b. Failure to pay annual dues or
- c. Notification of the member's death

**2.09 Rights on Termination**

All rights and interests of a member in the Association will cease upon termination of the membership as provided in this Article II.

**2.10 Suspension or Expulsion of a Member**

Except as stated herein, no member of this Association will be suspended, fined, censured or expelled for any reason. Membership can only be terminated as provided in this Article II.

**2.11 Membership Book**

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The Secretary of this Association will keep a membership book for this Association containing the name and address of each member. Termination of membership will be recorded in this book, together with the basis and date of termination. The membership book will be kept at the principal office of this Association and will be available for inspection by any Director, Officer or Member of this Association and such third parties as may be permitted in writing by the Board of Directors during regular business hours. The form of the membership book may be an electronic or system-maintained document.

**2.12 Transferability**

Membership in this Association is non-transferable and non-assignable.

**2.13 Inspection of Records**

All records of this Association will be open to inspection upon the written demand of any member at any reasonable time for a purpose reasonably related to the member's interest in such. A member's written request for inspection of records will be considered and decided by the Board of Directors at its next regular meeting.

**ARTICLE III – ANNUAL MEETINGS OF MEMBERS**

**3.01 Place**

Annual Meetings of the members will be held at the principal office of the Association or at such other place as may be designated from time to time by the Board of Directors.

**3.02 Timing Of Meetings**

The Annual Meeting of Members will be held in May of each year. Members will elect Board of Directors at this meeting.

**3.03 Special Meetings**

Special Meetings of the members may be called by two-thirds vote of the Board of Directors of the Association.

**3.04 Notice**

Members will be notified of the time and place of meetings at least thirty (30) days prior to such meeting. Notice will be by email if the Member has given a valid email address. Email is the only means of communication, if a valid email address is not provided, no other notice will be given.

**3.05 Contents of Notice**

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Notice of meetings not dispensed with by this Article III will specify the date, time, and place of the meeting and in the case of special meetings, the general nature of the business to be transacted.

**3.06 Absentees**

The transactions of any meeting however called and/or noticed, are as valid as though a meeting duly held after regular call and notice of a quorum, as hereinafter defined, is present.

**3.07 Quorum**

A quorum for the purposes of electing directors at the annual meeting will consist of at least Ten (10) members present. For the purposes of Board meetings to conduct the business of the Association, a quorum shall consist of (4) Board members.

**3.08 Adjournment for Lack of Quorum**

In the absence of a quorum, no business will be transacted, and the only motion which the President will entertain is a motion to adjourn. By vote of a majority of the members present, the meeting may be adjourned from time to time. If adjourned for less than thirty (30) days, no notice of the adjourned meeting need be given.

**3.09 Loss of a Quorum**

The members present at a duly called meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum in attendance.

**3.10 Voting**

Voting will be by written ballot and collected and counted by a teller appointed by the Board. Members will not be permitted to vote or act by proxy, and cumulative voting will not be authorized. The majority of the votes cast will constitute passage of a motion or election of a Board Member.

**3.11 Conduct of Meetings**

- a. The President of the Association will preside over Meetings of Members, or in the President's absence, by the Vice President, or in the absence of both, by an officer chosen by the majority of the members present. The Secretary of the Association will act as secretary of Meetings of Members except, in the absence of the Secretary, when the presiding officer of the meeting appoints another.

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- b. Meetings will be governed by Robert's Rules of Order as such rules are revised from time to time, but only to the extent that such rules are not in conflict with the Articles or By-Laws of this Association or with the law.

**ARTICLE IV – DIRECTORS**

**4.01 Qualifications**

Directors are required to be a member, in good standing, of the Association.

**4.02 Election of Directors and Officers**

The Board of Directors will be elected by Members at the annual meeting. The Board of Directors will appoint a nominating committee. The nominating committee shall, with the approval of the Board, nominate at least one (1) person for each vacancy. Persons may also be nominated by a petition signed by 10% of the Members, but in any event no less than fifty (50) Members. The report of the nominating committee and all nomination petitions must be filed with the Association's Secretary no later than ten (10) days prior to the Annual Meeting. The persons elected will only be those persons nominated by the nominating committee and by petition timely filed. There shall be no nominations from the floor. The Officers of the Association will be elected by the majority of the Association Board of Directors. Announcement of the Board of Directors and Officers of the Association will be made at the annual meeting of members held in May of each year.

**4.03 Term of Office**

The terms shall be staggered as evenly as possible. The initial terms shall have two (2) Directors serving one (1) year, two Directors serving two (2) years and three Directors serving three (3) years. The Officers shall be current Directors, shall be appointed by the Directors and serve at the pleasure of the Board. A Director may be removed by a majority of the Board if the Director is unable or unwilling to discharge the duties of Director as evidenced by missing more than three (3) consecutive meetings and after giving the subject Director notice of the proposed removal action and an opportunity to respond prior to the vote.

**4.04 Duties**

It will be the duty of the Directors:

- a. To perform any and all duties imposed on them collectively or individually by law, by the Articles of this Association and /or by these By-Laws.
- b. To direct such officers, agents and employees as may be authorized from time to time by the sponsorship and/or membership of the Association.

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- c. To supervise all officers, agents and employees of this Association, and to ensure that their duties are properly performed.
- d. To register their addresses with the Secretary of the Association. Notices of meetings mailed or delivered to them at such addresses will be valid notices.

**4.05 Compensation**

Directors and Officers will serve without compensation except that they will be allowed and paid such actual expenses incurred by them for the benefit of the Association as have been approved by a majority of the Directors prior to the Director or Officer incurring the expense.

**4.06 Vacancies**

- a. Vacancies on the Board of Directors will exist:
  - 1. On the death, resignation or removal from office of any Director
  - 2. When the number of Directors authorized by the Articles is increased by an amendment to the Articles
  - 3. Upon removal of a Director
- b. Vacancy caused by death, resignation or disability of a Director or by amendment of the Articles of the Association increasing the number of Directors authorized, will be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director.
- c. A majority of the members of the Board of Directors may appoint a Director at any time to fill any vacancy as provided in paragraph (b) until the annual meeting of the Members.
- d. Persons appointed to fill vacancies as provided in this section will hold office for the unexpired terms of their predecessors, or until their removal or resignation, as provided in these By-Laws.

**4.07 Board Meetings**

- a. Meetings will be held at the principal office of the Association unless otherwise provided by the Board.
- b. The Board will meet at a minimum, quarterly.
- c. Special meetings of the Board may be called by the President, or if the President is absent or refuses to act, by the Vice President or by any two (2) Directors and such meetings will be held at the place designated by the person calling the meeting. If the person calling the meeting fails to designate a place for the meeting, it will be held at the principal office of the Association.

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- d. Written notice of the time and place of meetings will be delivered personally to each Director or sent via mail or email at least five (5) days prior to the meeting, provided that notice of all regular meetings is dispensed with. If sent via e-mail or delivery service, the notice will be addressed to the Director at the address as shown in the records of the Association and will be deemed delivered when deposited in the mail, e-mailed or delivered to a delivery service.
- e. The transactions of any meeting of the Board, however called or noticed, or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as defined herein, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals will be filed with the Association's records or made a part of the minutes of the meeting
- f. Four (4) Directors will constitute a quorum for the transaction of business.
- g. In the absence of a quorum, no business will be transacted, and the only motion that will be entertained is a motion for adjournment, provided, however that a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.
- h. The President of the Association will preside over meetings of members, or in the President's absence, by the Vice President, or in the absence of both, by an officer chosen by the majority of the Board members present. The Secretary of the Association will act as secretary of meetings of members unless, in the absence of the Secretary, the presiding officer of the meeting appoints another.
- i. Meetings will be governed by Robert's Rules of Order as such rules are revised from time to time, but only to the extent that such rules are not in conflict with the Articles or By-Laws of this Association or with the law.
- j. 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 and hence of this Association, unless the Articles of the Association or these By-Laws require a greater number.

**V. OFFICERS**

**5.01 Numbers and Titles**

The Officers of the Association will be President, Vice President, Secretary and Treasurer. The Association may have at the discretion of the Board, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as the Board of Directors may from time to time appoint.

**5.02 Qualifications**



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Any member of this Association Board of Directors is eligible to be an Officer.

**5.03 Election**

The President, Vice President, Secretary and Treasurer will be elected by a majority of the Association Board of Directors from among their number at the annual meeting at which a quorum is present following their election as Directors or, in the case of Directors named in the Articles of the Association, at the first meeting following formation of the Association.

**5.04 Terms of Office**

The first Officers will serve until the election of their successors as provided in Section 5.03 of this Article. Subsequent Officers will serve from the time they are elected until the next annual election of Officers.

**5.05 Compensation**

The Officers will serve without compensation.

**5.06 Removal**

Any or all Officers may be removed from office at any time in the interim by a two-thirds vote of members of the Board of Directors, acting in the member's interest. In the case of removal of any Officer, a new Officer may be appointed to serve the unexpired term of the predecessor at the meeting at which the Officer is removed.

**5.07 Vacancies**

- a. Vacancies in the office of President, Vice President, Secretary or Treasurer will exist on the death or removal of such Officer or on the failure of the Board to fill the office.
- b. Vacancies caused by death, resignation, or disability of an Officer will be filled in the interim as provided in this section by the Directors at the next regular or special meeting at which a quorum is present following the vacancy.
- c. Officers appointed to fill vacancies as provided in this section will hold office for the unexpired term of their predecessors, or until their removal or resignation as provided otherwise in the By-Laws.

**5.08 Duties of the President**

The President will be the Chief Executive Officer of the Association and will in general, be subject to the control of the Board of Directors, supervise and control the affairs of the Association. The President

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will perform all duties incident to the office and such other duties as may be required by law, by the Articles of the Association and / or by these By-Laws, or which may be assigned by the Directors.

**5.09 Duties of the Vice President**

In the absence of the President, the Vice President will perform the duties of President and when so acting will have all the powers of and be subject to all the restrictions on the President. The Vice President will have such other powers and perform such other duties as may be prescribed by law, by the Articles of the Association, by these By-Laws or which may be assigned by the Directors.

**5.10 Duties of the Secretary**

The Secretary will:

- a. Certify and keep at the Association's principal office the original or copy of these By-Laws as amended to date, and the original or a copy of the Articles of Association as amended to date.
- b. Keep at the Association's principal office a book of minutes of all meetings of the Directors and Members, recording in the minutes the time and place of meetings, whether regular or special, and if special, how authorized, notices given, the names of those present at Director meetings, the number of members present at member meetings and the proceedings thereof.
- c. See that all notices are duly given in accordance with these By-Laws or as may be required by law.
- d. Be custodian of the records of the Association.
- e. Keep a membership book at the Association's principal office which contains the name and address of each member, and in the case of membership termination, a record of the basis and date of the termination with the date the membership ceased.
- f. Exhibit at reasonable times to any Director or elected Officer or to their agent or attorney upon request, the Articles of Association, these By-Laws, the membership book, the minutes of the meetings of Directors and members.
- g. In general perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of the Association, or by these By-Laws or which may be assigned from time to time by the Board of Directors or by the members.

**5.11 Duties of Treasurer**

Subject to the provisions of the Article VII of these By-Laws, the Treasurer will:

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- a. Have charge and custody of, and be responsible for, all funds of the Association and to deposit all funds in the name of the Association in the depositories selected by the Board of Directors
- b. Receive and give receipt for monies due and payable to the Association from any source.
- c. Disburse funds of the Association as directed by the Board, taking proper vouchers for the disbursements.
- d. Keep and maintain adequate and correct accounts of the Associations transactions, including accounts of assets, liabilities, receipts, disbursements, gains and losses.
- e. Exhibit the books of accounts and financial records at any reasonable time to any Director or elected Officer of the Association, or to their agent or attorney upon request.
- f. Exhibit at any reasonable time to any member, member's agent or attorney, upon written demand for a purpose reasonably related to the interests of such member, the books of accounts and financial records of the Association, and will exhibit such records at any time when required by 10% or more of the members.
- g. Render to the President and the Directors whenever requested an accounting of any or all of the transactions the Treasurer has carried out and of the financial condition of the Association.
- h. Prepare, or cause to be prepared, and certify financial statements to be included in the annual report to members.
- i. If required by the Board or members, provide bond for the faithful discharge of duties in such sum and with such surety as the Board of Directors deems appropriate.
- j. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of the Association or by these By-Laws, or which may be assigned from time to time by the Board or by the members.

## **ARTICLE VI – EXECUTION OF INSTRUMENTS AND FUNDS**

### **6.01 Execution of Instruments**

The Board of Directors, except as expressly provided in the Articles of the Association or in these By-Laws, may by resolution authorize any officer or agent of the Association to enter into any contract and deliver any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances, provided, however, that such contract or delivery is expressly authorized by the Articles of Association or the By-Laws.

### **6.02 Checks and Notes**

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Except as otherwise specifically determined by resolution of the Board of Directors, as provided in section 7.01, or as otherwise required by law, the Articles of Association or by these By-Laws, checks, drafts, promissory notes, orders for payment of money and other evidences of indebtedness of the Association shall be signed by the Treasurer and counter-signed by the President of the Association.

**6.03 Deposits**

All funds of the Association will be deposited from time to time to the credit of the Association in such depository institution as the Board of Directors may select.

**ARTICLE VII – BYLAWS**

**7.01 Adoption, Amendment and Repeal**

These By-Laws will become effective upon being signed by the original Directors as named in the Articles of Association, and they may be amended or repealed, in whole or in part and new By-Laws adopted by a two-thirds vote of the current Directors of the Association, provided that any change to the voting rights of the Members shall also require the consent of the Members.

**7.02 Certification and Inspection**

The original or copy of the By-Laws, as amended to date, certified by the Secretary of the Association, will be recorded and kept in a book which will be maintained at the Association's principal office and such book shall be open to inspection by the members at all reasonable times during office hours. Any book required under these documents may take the form of electronic system documentation.

**ARTICLE VII – REPORTS AND FISCAL YEAR**

**8.01 Annual Report and Financial Statement**

The Board of Directors will cause a written annual report, including financial statements, to be prepared and submitted to the members in May of each year, for the period ending December 31 of the previous year. The report will include a summary of the Association's significant activities in the preceding year. The financial statement will consist of a balance sheet as of the close of the Association's fiscal year, contain a summary of receipts and disbursements, be prepared in a manner that is consistent with generally accepted accounting principals, and be certified by the Treasurer.

**8.02 Fiscal Year**

The fiscal year of the Association will be a calendar year.

**ARTICLE IX - DISSOLUTION**

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**9.1 Vote to Dissolve**

This Association shall be dissolved and its affairs wound up by vote or written consent of two-thirds of its Board and not otherwise.

**9.2. Dedication of Assets and Distribution on Dissolution**

a. This Association is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof, and is organized solely for non-profit purposes.

b. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

c. On the dissolution or winding up of this Association, its assets remaining after payment of, or provision for, payment of all debts and liabilities of this Association shall be distributed to a non-profit fund, foundation, or entity which is organized and operated exclusively for philanthropic purposes and which has established its tax-exempt status under section 501 (c)(3) of the Internal Revenue Code or the then current provisions of these tax codes which govern tax-exempt status.

d. If this Association holds any assets, on dissolution they shall be disposed of in such a manner as may be directed by the courts upon the then current provisions of these tax codes which govern tax-exempt status.

**ARTICLE X. - Limitation on Political Activities**

**10.1 Non-Political Purposes**

None of the activities of this Association shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this Association participate or intervene in any political campaign, including the publication or distribution of statements on behalf of or in opposition to any political candidate for public office.

**ARTICLE XI – CONSTRUCTION**

**11.1 As used in these By-Laws**

a. The present tense includes the past and future tenses, and future tense includes the present.

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- b. The singular number includes the plural and the plural includes the singular.
- c. The words will and shall are mandatory inferences, and the word "may" is permissive.

As amended unanimously on February 6, 2019 by the Del-One Foundation Board of Directors.

		<u>Initial Term</u>
Del-One Foundation Board President	 _____ Amy Resh	3 year(s)
Del-One Foundation Board Vice President:	 _____ Justin Smith	3 year(s)
Del-One Foundation Board Treasurer:	 _____ Kathy Decker	3 year(s)
Del-One Foundation Board Secretary:	 _____ Amy Draper	2 year(s)
Del-One Foundation Board Director:	 _____ Ryan Bowman	2 year(s)
Del-One Foundation Board Director:	 _____ Jennifer Ellis	1 year(s)
Del-One Foundation Board Director:	 _____ Heather Gunter	1 year(s)