

**BYLAWS FOR THE
The Raymond Goldstone ASJA Foundation**

ARTICLE 1

ORGANIZATION

Section 1. The name of the organization shall be The Raymond Goldstone ASJA Foundation, herein after referred to as the Foundation. The Foundation is a non-stock, not-for-profit corporation incorporated under the laws of the state of Texas.

Section 2. The principal office of the Foundation shall be at (1257 TAMU, Cain Hall C 313, College Station, Texas, 77843-1257).

Section 3. The resident agent of the Foundation shall be the Executive Director of ASCA.

Section 4. The Board of Directors of the Foundation shall be known and referred to in these Bylaws as the Foundation Board.

ARTICLE II

HISTORY AND PURPOSE

Section 1. Before the annual conference in 2008 the Board of ASCA (then known as ASJA) created a Foundation Board to raise money to support the organization's educational, scholarship and leadership initiatives. President-Elect Gary Dickstein asked Don Gehring to chair the Foundation Board consisting of Saunie Schuster, Mary Beth Mackin, Judy Rashid, Bill Fischer (ex-officio), Lee Bird, Dave Parrott, and Billye Potts (ex-officio). The Board subsequently recommended to ASJA additional members whose financial commitment to the Foundation warranted their inclusion. The Board of ASJA approved the nominations and added Barbara Fienman, Larry Bolles, Ed Stoner and Howard Bailey to the Foundation Board.

Section 2. The purpose of the Foundation is to remain exclusively charitable while raising money to support the organization's educational, scholarship and leadership initiatives in support of the mission, vision, and core values of the Association for Student Conduct Administration.

ARTICLE III

FOUNDATION BOARD

Section 1. General. The Foundation shall be administered by the Foundation Board to be composed of not less than twelve (12) persons, including two non-voting **ex-officio** members as provided for in Section 14 of this Article. The Foundation Board shall be appointed, serve and have the duties and responsibilities as hereinafter provided.

Section 2. Officers. The officers of the Foundation shall consist of a Chair, a Secretary, and a Treasurer and shall be elected and serve as provided in Section 6 of this Article. The chair shall serve as Chairperson of the Foundation Board, the Secretary shall serve as secretary of the Board, and the Treasurer shall serve as the treasurer for the foundation.

Section 3. Members of the Foundation Board. Except for the **ex-officio** members, the Foundation Board of the Raymond H. Goldstone ASCA Foundation shall place in nomination to the Board of Directors of ASCA (Association for Student Conduct Administration) names of current members to be considered for a position on the Foundation Board. The Board of Directors of ASCA shall then appoint ten (10) voting members to the Foundation Board. The Foundation Board shall be composed of current members of ASCA who maintain their membership in ASCA throughout their term of appointment. No person may serve concurrently on the Board of Directors of the Association for Student Conduct Administrators and the Foundation Board, with the exception of the immediate Past-President as outlined in Section 14. Reasonable effort will be made to have a Board that is inclusive and representative by gender, race, sexual orientation, and circuit or region of the country.

Section 4. Term of Office. Each member of the Association for Student Conduct Administration appointed to the Foundation Board shall serve for a term of three (3) years, and may be appointed to no more than two terms, with the exception of the chair who shall serve a four year term and may not serve as chair for more than two terms. Initial terms of office will be staggered so that effective at the national conference in 2011 three vacancies occur; and in each succeeding year thereafter three vacancies occur. The Chair will serve a four year term and may have one additional term. The Chair shall be selected from current experienced board members at the expiration of the Chair's four year term. Newly appointed board members without prior ASCA Foundation Board experience shall not be eligible to Chair the Foundation Board.

Section 5. Vacancies. If a vacancy occurs in the membership of the Foundation Board during the course of the term of office of any such member such vacancy shall be filled for the unexpired term by a person with the same qualifications as

the previous holder of such term of office. The successor shall be appointed in the same manner as provided in Section 3 for membership to the Foundation Board.

Section 6. Organization. The Foundation Board shall organize itself by electing a Chair, a Secretary and a Treasurer, and other officers as the Foundation Board shall deem appropriate for the transaction of its business. These officers shall perform for the Foundation Board the services usually performed by such officers and any other duties or powers which may be delegated to them by the Foundation Board.

Section 7. Rules and Regulations. The Foundation Board shall adopt from time to time such rules and regulations, not inconsistent with the Bylaws and the Articles of Incorporation, as it deems reasonable and necessary to carry out the terms of the Bylaws and the Articles of Incorporation. The decision of the Foundation Board on any question or issue arising under the Bylaws and the Certificate of Formation or under said rules and regulations, including the construction and application thereof is binding and conclusive.

Section 8. Meetings. Meetings of the Foundation Board shall be held at the national conference. Additional meetings may be held at such place or places as may be acceptable to a majority of the Foundation Board Members. Each Foundation Board Member shall be duly notified in advance of any meeting other than the national conference so as to afford reasonable opportunity to attend, but a notice of fifteen (15) days shall be sufficient in any case. A majority of the voting members of the Foundation Board constitutes a quorum. Any action that may be taken at a meeting of the Foundation Board may also be taken by the written consent of a majority of those entitled to vote and may be in any electronic form. At any meeting at which a quorum is present, any decision or action of the Foundation Board shall be by a majority vote of those present and voting upon any subject. Other than the national conference meetings it shall be acceptable to have meetings by telephone conference.

Section 9. Compensation. The members of the Foundation Board shall receive no compensation for their services on the Board. Foundation Board Member shall not be held personally liable for any act done in their capacity as a member of the Foundation Board, willful misconduct excepted.

Section 10. Committees. The Foundation Board shall appoint committees from time to time as it deems necessary to administer this Foundation. Such committees may be composed of Foundation Board Members and any active or retired members of the Association for Student Conduct Administration. The Foundation Board shall endeavor to seek the most qualified persons to serve on all committees and to be reasonably inclusive and representative by gender, race, and sexual orientation.

Section 11. Responsibility. Except as otherwise provided herein, any action taken by the Foundation Board pursuant to authority conferred upon it by its charter and these bylaws is final and binding upon each and every person, firm,

corporation, association, trust, fund or organization which may be or become interested in the Foundation created hereby.

Section 12. Increase in Membership. The number of members on the Foundation Board of this Foundation may be increased at anytime by appropriate action of the Board of Directors of the Association for Student Conduct Administration.

Section 13. Removal of Board Members. Any Foundation Board Member may be removed by the Board of Directors of the Association for Student Conduct Administration upon ninety (90) days advanced written notice. On such removal, a successor shall be appointed as provided in Section 5 of this Article, pertaining to vacancies.

Section 14. Ex-Officio Member. The Executive Director and the immediate Past-President of the Association for Student Conduct Administration shall be the Ex-Officio Members of the Foundation Board, without vote.

ARTICLE IV

POWERS AND DUTIES OF FOUNDATION BOARD

The Foundation Board shall be vested with the following rights, powers and privileges and, without any limitation of this general grant of power, the Board is hereby specifically authorized and empowered:

Section 1. General

- (a) To receive all rents, issues, revenues, profits, and properties of every nature due the Foundation and to hold or make distribution thereof in a manner not inconsistent with the terms of the Articles of Incorporation and these Bylaws;
- (b) To retain any properties received by them or to dispose of property as and when they shall deem advisable, by public or private sale or exchange or otherwise, for cash or upon credit or partly for cash and partly upon credit and upon such terms and conditions as they shall deem most expedient;
- (c) To participate in any plan of liquidation, reorganization, consolidation, merger or other financial adjustment of any corporation or business in which the Foundation is or shall be financially interested and to exchange any property held in the Foundation for property issued under any such plan;

- (d) To invest or reinvest principal and income of the funds belonging to the Foundation in a manner that secures such funds and provides maximum yield;
- (e) To hold any investment belonging to the Foundation in bearer form or to register and hold the same in the Foundation's name or in the name of any duly authorized nominee;
- (f) To compromise, arbitrate or otherwise adjust or settle claims in favor of or against the Foundation;
- (g) To execute such deeds, leases, contracts, bills of sale, notes, proxies and other instruments in writing as they shall deem desirable to requisite in the proper administration of the Foundation;
- (h) To vote, personally or by general or limited proxy, any shares of stock which may be held by the Foundation at any time, and similarly to exercise, personally or by general or by limited power of attorney, any right appurtenant to any securities or other property held at any time.

Section 2. Contributions. The Foundation Board shall keep full and accurate records of the administration of the Foundation's financial affairs and of all contributions received for inclusion in the Foundation. The Foundation Board Members may from time to time designate special categories of contributors to the Foundation. Such special categories of contributors may be known as "Legacy Members", "Honorary Board Members", or "Charter Members" or any other name as designated by the Foundation Board. In designating special categories of contributors, the Board may indicate the amount of such contributions and may place time limitations on such contributions in order for a contributor to be placed in a special category. The purpose of this provision is to enable the Board to encourage large donations to the Foundation and to lend prestige to the giving of large contributions. Voting Board members are expected to donate an annual sum (currently \$1000) which can be increased from time to time, but grandfathering current members. No member shall be required to make a cumulative donation of more than three times the annual donation required at the time of their appointment.

Section 3. Accounting. The Foundation Board shall prepare annually a statement of their accounts and proceedings for the twelve (12) months preceding the end of the Foundation's fiscal year; one (1) such statement shall remain on file with the Foundation Board and duplicates thereof shall be transmitted to the Board of Directors of ASCA. At the request of the Board of Directors of ASCA, the Foundation Board shall prepare any interim reports as required by the Board of

Directors of ASCA. The annual statement shall be prepared within a reasonable time after the end of the Foundation's fiscal year.

Section 4. Audit. The Foundation Board shall cause an audit of the Foundation's books and financial records to be made by an independent accountant for each fiscal year.

Section 5. Fiscal Year. The fiscal year for the Foundation shall coincide with the fiscal year of the ASCA.

ARTICLE V

CONFLICT OF INTEREST

The Foundation Board was a creation of the ASCA Board of Directors and operates with delegated powers from ASCA. Therefore the Foundation Board adopts the Conflict of Interest Policy of the ASCA Board of Directors appearing below.

The Association for Student Conduct Administration (ASCA) is committed to conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. In furtherance of this commitment, the Board of Directors promotes ethical behavior, and has adopted this Conflict of Interest Policy .

Section 1. Purpose. The purpose of the conflict of interest policy is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state or federal laws governing conflict of interest applicable to nonprofit and charitable corporations.

Section B. Definitions.

Interested Person. Any member of the Board of Directors, Association officer, or member of a committee with Board- delegated authority, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family, an ownership or investment interest in any entity with which the Association has a transaction or arrangement; a compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement; or is considering an ownership or investment interest in or compensation arrangement with any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation. Direct and indirect remuneration, including gifts or favors that are not insubstantial.

Conflict of Interest. A conflict between the personal or financial interests and the official or professional responsibilities of a person in a position of trust; however, a financial interest is not necessarily a conflict of interest. Under Section C(2), a person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors or committee decides that a conflict of interest exists.

Section C. Procedures

Duty to Disclose. If an actual or possible conflict of interest arises, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts and after any discussion with the interested person, he or she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest. a. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he or she shall leave the meeting during the discussion of and the vote on the transaction or arrangement involving the possible conflict of interest. b. The President of ASCA shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. c. After exercising due diligence, the Board of Directors shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy. a. If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section D. Records of Proceedings The minutes of the Board of Directors and all committees with Board of Director delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of

the financial interest, any action taken to determine whether a conflict of interest was present and the Board of Directors decision as to whether a conflict of interest in fact existed.

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

Section E. Compensation

a. A member of the Board of Directors who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to his or her compensation.

b. A member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to his or her compensation.

c. Any member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, may provide information to any committee regarding compensation.

ARTICLE VI

AMENDMENT AND TERMINATION

Section 1. These bylaws may be amended by the Foundation Board by a two-thirds vote of the Foundation Board Members present and voting, and approved by a majority vote of the ASCA Board of Directors; provided, that these Bylaws shall not be amended in any way so as to (a) result in the Foundation not being exempt from taxation under the Internal Revenue Code and Regulations, or (b) result in donations or contributions to the Foundation not being deductible for income tax purposes under the Internal Revenue Code and Regulations. The Foundation Board may, by unanimous vote, declare that the Foundation has served its purpose and so certify to the Board of Directors of the ASCA in writing, whereupon the Foundation shall terminate, after payment of any existing obligations and the charges and expenses reasonably incident to such terminations. Upon dissolution of the Foundation, assets shall be distributed for one or more exempt purposes, within the meaning of Sections 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 State or local Government for a public purpose.

Dated 7/14/08