

RULES AND REGULATIONS of the Guardian Angels' Funds

Article I

Name & Affiliation

- 1.01 The name shall be Guardian Angels' Funds (GAF).
- 1.02 The Guardian Angels' Funds (GAF) are comprised of three Field of Interest Funds that are component funds of the Greater Manhattan Community Foundation (GMCF or the Foundation): the Guardian Angels Endowed Fund (Endowed Fund), the Guardian Angels Grants Fund (Grants Fund), and the Guardian Angels Operating Fund (Operating Fund).
- 1.03 As Field of Interest funds of the GMCF, the GAF will be administered as component funds of the Foundation in GMCF's normal corporate capacity, and not as trustee, for purposes within its charitable purposes and in accordance with GMCF's Articles of Incorporation and Bylaws. As such, the GAF have those characteristics legally required for component fund status of the GMCF, and, therefore, the benefits of the GMCF's public charity exempt status. The GAF were established to further GMCF's mission to enhance the quality of life in the Greater Manhattan area, both today and in the future. Communications with GMCF go through the GAF chair.

Article II

Purposes

- 2.01 The Endowed Fund provides permanent support for the Guardian Angels grants program. Contributed monies are invested with an objective of achieving long-term growth of principal and income, to both grow the fund assets and monies available for grant making. The amount available for grant making from the Endowed Fund is determined in accordance with GMCF's Spending Policy for endowed funds.
- 2.02 The Grants Fund, as set forth in the fund agreement documents, provides support in making grants for the health and well-being of men in the greater Manhattan area, consistent with the exempt purposes of GMCF. Small grants are given to meet immediate and critical needs that are not met by traditional funding sources.
- 2.03 The Operating Fund provides support for program and fundraising expenses, including but not limited to communications, postage, signage and venue rentals.

Article III

Administration of the Funds

- 3.01 An Advisory Board designates individuals that serve as authorized representatives of the Funds. The authorized fund representatives have the exclusive responsibility to recommend to the GMCF Executive Board: 1) grants and distributions from the Funds, 2) changes to the investment of fund assets, and 3) continuity and distribution upon dissolution. There are five (5) standing committees that conduct the affairs of the Guardian Angels group. The standing committees have co-chairs who also serve as Advisory Board members. The Advisory Board has a voting quorum of one half of the Advisory Board membership plus one. In matters deemed by the chair of the board to be time sensitive, voting may occur via email.
- 3.02 The fiscal year of the GMCF is the calendar year. The GAF program year is also the calendar year.

Article IV

Advisory Board

- 4.01 The Advisory Board will act as an advisory committee for the GMCF. The Advisory Board sets goals; approves recommendations for the distribution of money; approves the annual budgets; helps with events, publicity, and membership; approves all communications related to the GAF; and works responsibly with the GMCF. Final authority for grant and disbursement decisions will rest solely with the GMCF Executive Board.
- 4.02 The Advisory Board has up to fifteen (15) voting members: the board chair, the co-chairs of each of the five (5) standing committees, the vice chair (if that person is not a co-chair), a treasurer (if that person is not a co-chair) and a secretary (if that person is not a co-chair). The voting members may serve two (2) consecutive three (3)-year terms. The outgoing board chair (who also serves as the historian, beginning January 2014) may remain on the board as a voting member for one year or choose to act as a non-voting consultant for one year. If upon completion of term as chair, that individual has completed two (2) consecutive terms on the Advisory Board, the term will be extended for one year in order to serve as past chair.
- 4.03 During the October meeting the board chair appoints a Nominating Committee to be chaired by the past board chair. The committee consists of three members: the past board chair, a former board member and a current member of the board. The Nominating Committee contacts each member of the board whose first 3-year term will expire to ask if he wants to continue for a second term. The Nominating Committee nominates a board chair and a vice chair. The vice chair will become the chair elect unless he notifies the nominating committee that he cannot serve. The nominated vice chair must have served for at least one year on the Advisory Board. The slate is presented to the board and voted on during the November board meeting.

- 4.04 The chair and the vice chair of the Advisory Board serve one year terms. The secretary may serve two terms of two years each. The treasurer serves a three-year term that is renewable. All committee co-chairs serve three-year terms and may serve two consecutive terms. After being off the board for a minimum of two years, a former board member may become a committee co-chair and be eligible to serve on the board again. Any person selected to fill a vacancy will serve the unexpired term and then may serve two full terms.
- 4.05 The Advisory Board Chair designates the location and time for the meetings of the Advisory Board.
- 4.06 Removal from the Board will occur if the member does not attend three (3) consecutive meetings unless dire circumstances are noted. Participation by phone is considered as attendance. Any board member can be removed from office on the following grounds: 1) Misfeasance: the illegal or improper performance of a legal and proper act or duty; 2) Malfeasance: misconduct or wrongful act; or 3) Nonfeasance: failure to perform an act that is an official duty of a board member. Removal of an Advisory Board member requires a two-thirds vote of board members with a quorum present.

Article V

Advisory Board Member Duties

- 5.01 Chair: The Chair presides at all meetings of the Advisory Board; serves as liaison to the GMCF, including sending the Advisory Board meeting minutes to them; prepares and distributes the agenda; and acts as coordinator of all committees.
- 5.02 Vice Chair: The Vice Chair acts in the absence of the chair and performs other duties as assigned by the chair.
- 5.03 Treasurer: the Finance Committee designates the treasurer. He maintains financial records and data bases in coordination with the Finance Committee and GMCF, provides new member information to the co-chairs of the Marketing/Communications Committee, and provides membership contact information to the secretary. He (or a designee) is responsible for collecting event RSVP's and for providing an updated activity report to those persons requiring information prior to an event or activity. A final accounting report of the revenues and expenses of the event or activity will be made and a copy will be submitted to the GMCF for their records.
- 5.04 Secretary: the Marketing/Communications Committee designates the secretary. He keeps the minutes of the Advisory Board meetings and a register of the post office address and email address of each member as provided by the Treasurer. He works with the GMCF to provide mailing labels as needed and to mail communications to the membership unless specified differently by the board chair. He performs all duties incidental to the office of the secretary and other duties assigned to him by the Chair or by the Advisory Board.

Article VI

Committees and Responsibilities

- 6.01 The five (5) co-chaired committees are the Marketing/Communications Committee, the Development Committee, the Events Committee, the Finance Committee and the Grants Committee.
- 6.02 The Marketing/Communications Committee is responsible for the website, the annual report and the brochure (which both require coordination with the GMCF), publicity, thank you notes, letters to the editor, radio appearances, public announcements and such other communications with the public that may occur from time to time. The committee also designates a board secretary. All publicity and communications relating to the GAF, including but not limited to the content on the website and in the annual report, must be approved in advance by GMCF. Communications must reference the GAF as funds of GMCF and provide information regarding GMCF's legal status as a tax-exempt public charity.
- 6.03 The Development Committee is responsible for making connections within the community to facilitate and further the charitable purpose of GAF and will coordinate annual philanthropic events. The co-chairs of the committee will distribute pins to new members as directed by the treasurer.
- 6.04 The Events Committee is responsible for the annual celebration event and planning other fundraising events in support of and in cooperation with the Development Committee in accomplishing its responsibilities.
- 6.05 The Finance Committee is responsible for designating a board treasurer and for preparing the operating budget, which requires coordination with the GMCF. The committee also drafts the annual letter reminding members to contribute.
- 6.06 The Grants Committee is responsible for working with the participating agencies, reviewing grant applications, recommending grant awards to GMCF, and keeping detailed records of the granting process and awards.
- 6.07 The Advisory Board may appoint special committees as needed.

Article VII

Amendments

- 7.01 A two-thirds (2/3) majority vote of the Advisory Board is necessary for approval and revision of the bylaws. Amendments to the rules and regulations require a two-thirds (2/3) majority vote of the Advisory Board.
- 7.02 The rules and regulations, procedures, and guidelines of the GAF, and any amendments thereto, must be approved by the Executive Board of the GMCF.