

## **Resolutions at the Annual Meeting of the Members**

(Approved October 26, 1983. Amended through March 15, 2010)

The Council on Foundations' board of directors encourages a free flow of information among its members and between its members and the board through many avenues of communication including, but not limited to, e-mail communications, newsletters, professional training seminars, workshops, and the many programs of each annual conference. Further, as a general rule, meetings of the board of directors of the Council are open and may be attended by Council members.

Every effort will be made at regularly scheduled meetings of the board to accommodate members who have issues or resolutions that they feel should be reviewed by the board. When appropriate, the board will arrange for expanded opportunities at each annual conference for bringing issues to the attention of the board and the membership. The board believes that these efforts provide sufficient opportunities for the membership to engage with the board and influence the affairs of the Council.

The board has an obligation to conduct the business and governance of the Council effectively and efficiently. The board also has a responsibility to ensure that all resolutions offered by Council members be handled consistently and fairly. For these reasons, handling of member resolutions for the Annual Meeting of the Members or any special meetings of the members (collectively "Annual Meeting") will be handled in the following manner:

1. Subject Matter. Resolutions must be on issues of processes, policies, or procedures suitable either for a vote of the members (including changes to the articles of incorporation or bylaws) or within the board's responsibility as a governing body. Resolutions relating to the management of the organization, or addressing specific programs, individual grievances, specific members, personnel issues or other issues, which, if adopted would violate applicable law or the Council's Statement of Ethical Principles, are inappropriate and will be ruled out of order and not presented for a vote. The board chair, in consultation with legal counsel when necessary, has the authority to determine the permissibility of the resolution consistent with this policy.

2. Submitting a Resolution. Resolutions must be submitted by a representative of a voting member of the Council and duly seconded by a representative of a voting member.

Voting members must submit resolutions in advance of the annual meeting to provide notice to the board of directors and the members and allow the planning of adequate time during the meeting for consideration of the resolution.

Voting members should submit in writing any resolutions to the Secretary<sup>1</sup> on or before the record date prior to the annual meeting.<sup>2</sup> The submission should include (a) the resolution and (b) evidence that the resolution is seconded by a representative of a voting member. By submitting the resolution in advance, resolutions that are considered allowable under this policy will be included in the annual meeting notice and proxy materials sent to members prior to the annual meeting. At its discretion, the Executive Committee or board of directors may include other such information with the proxy materials that it thinks will be useful to the members in their consideration of the resolution including, but not limited to, arguments for or against the resolution and a recommendation for or against its adoption.

Resolutions received after the record date may be considered either by the board of directors, at the annual meeting in the next subsequent year, or at a special meeting of the members.

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<sup>1</sup> The name and contact information for the current Secretary may be obtained by contacting the Council's offices.

<sup>2</sup> The record date is defined in the Council's bylaws as the 50th day prior to the annual meeting.