

MICHIGAN TURFGRASS FOUNDATION
By-Laws

ARTICLE I – Name

Section 1. Name

The name of this association is: Michigan Turfgrass Foundation.

ARTICLE II – Location

Section 1. Resident Office

The location and post office address of the first resident office of this association is determined by the Board of Directors.

ARTICLE III – Purposes

Section 1. Corporate Classification

This Foundation is incorporated under the laws of the State of Michigan as a non-stock, non-profit corporation.

Section 2. Purposes

The purposes of this Foundation are:

To establish and maintain a program of education and research grants in the field of agronomy, including but not limited to turfgrass, and to generally promote public knowledge in this and other areas of agronomy and to perform all other things necessary for this corporation to qualify as a charitable non-profit corporation under the provisions of Section 501 (c) (3) Revenue Code of the United States.

The Foundation shall not be organized for profit and no part of the net earnings of the Foundation shall inure to the benefit of any private shareholder or individual.

ARTICLE IV – Membership

Section 1. Membership Qualifications

(a) Regular Members. Any golf club, sod grower, golf association, airport, individual, firm, club, or corporation interested in the growing and using of turfgrass for whatever purpose,

or in the development, manufacturing, and supplying of products and equipment necessary to the growth and production of turfgrasses, whose application for membership in this Foundation has been approved by the Board of Directors shall be eligible to membership in this Foundation upon the payment of the membership fee required as a condition for membership. None shall be denied membership because of race, religion, creed, sex or origin.

(b) Affiliated Members. Any employee or representative of a regular member whose application shall be approved by the Board of Directors shall be eligible to membership in this Foundation upon payment of the membership fee. Affiliate members shall not have voting privileges.

(c) Honorary Members. Any individual who has contributed in an outstanding manner to this Foundation, may be recognized by the Board of Directors as an Honorary Member. Honorary memberships must be reviewed annually. Honorary members are not required to pay membership fees of the Foundation and shall have such privileges of the Foundation as the Board of Directors may specify from time to time by standing rules, except those of voting and holding office.

(d) Student Members. Any student studying full time toward a degree or certificate in turfgrass science or management shall be eligible to membership in this Foundation upon payment of the membership fee as required as a condition for membership. This category does not provide voting privileges.

(e) Senior Member. Any individual who has been a regular member in good standing, a minimum of twenty years and is actively retired from the turfgrass industry. Each eligible member's application shall be approved by the Board of Directors. Senior members are not required to pay membership fees and shall not have voting privileges.

(f) Friend of Turf Member. Any individual who does not qualify under any other membership category, who is interested in the turfgrass sciences for whatever purpose, whose application for membership has been approved by the Board of Directors shall be eligible for membership in this Foundation upon payment of the membership fee. Friend of Turf members shall not have voting privileges.

(g) Associate Member. Any individual interested in the growing and using of turfgrass for whatever purpose, or in the development, manufacturing, and supplying of products and equipment necessary to the growth and production of turfgrasses, who lives and works outside of the State of Michigan, and whose application for membership in this Foundation has been approved by the Board of Directors, shall be eligible to membership in this Foundation upon the payment of the membership fee required as a condition for membership. This category of membership shall not be entitled to voting privileges.

Section 2. Membership Fees

(a) Annual Membership Fees. As a condition of holding membership in this Foundation each member shall pay an annual membership fee. The annual fees for membership shall be proportionate to the possible benefits to the member organization as determined by the Board of Directors.

(b) Membership Fees Not Refundable. Membership fees paid by members of this Foundation shall not be refundable except upon order of the Board of Directors.

Section 3. Transfer of Membership

Membership in this Foundation shall not be transferable.

Section 4. Cancellation of Membership

(a) Nonpayment of Membership Fees. Any member who shall fail to pay the annual membership fee within ninety (90) days after the date for payment set by the Board of Directors shall thereupon forfeit membership in this Foundation. Reinstatement of membership shall be upon the same terms and conditions as are required for admission to membership.

(b) Conduct Deemed Prejudicial to the Foundation. The right of any member to hold membership in this Foundation may be canceled for acts or of a majority of the members entitled to vote at a meeting of the membership held for the purpose of considering such action, provided; the member against whom such action is proposed to be taken shall have been notified of such proposed meeting by notice, addressed to the last known post office address of such member as shown on the books of the Foundation placed in the United States mails at least ten days before the date of such meeting, stating the accusations and charges upon which such action is proposed to be taken and that such member be given opportunity to appear at said meeting and to present witnesses and be heard for the purpose of disproving such charges.

(c) Withdrawal From Membership. Any member may withdraw from membership in the Foundation at any time by giving written notice of such intention addressed to the Board of Directors and upon fulfillment and satisfaction of all obligations of such member to the Foundation existing at the same time notice of intent to withdraw from membership is presented to the Board of Directors.

Section 5. Membership Non-Assessable

Membership in this Foundation when fully paid shall be non-assessable.

Section 6. Payment of Interest on Membership Fees

The payment of interest or dividends upon membership fees paid to this Foundation is prohibited.

ARTICLE V – Meetings of Members

Section 1. Fiscal Year

The fiscal year of this Foundation shall begin on the first day of October in each year and shall end on the last day of the following September.

Section 2. Annual Meetings

The annual meeting of the members of this Foundation shall be held each year at such time and place as shall be designated by the Board of Directors.

Section 3. Special Meetings

Special meetings of the members of this Foundation may be called at any time by the President and the President shall call such meeting within fifteen (15) days after request for such meeting has been received from the Board of Directors. The date, time, and place of meeting shall be designated by the President.

Section 4. Notice of Meetings

Written or printed notice of the annual and special meetings of the members shall be prepared by the secretary and mailed to each member at his post office address as it appears on the books of the Foundation. Such notice shall state the date, time, place and purpose of the meeting and shall be placed in the United States mails not less than ten (10) days previous to the date of meeting. No business shall be transacted at special meetings of the members other than that stated in the notice of the meeting.

Section 5. Record Date for Determination of Members

Twenty (20) days preceding the date of any meeting of the members is hereby fixed as the record date for the determination of members entitled to notice of and to vote at such meetings.

Section 6. List of Members Entitled to Vote

At least ten (10) days before every membership meeting, the person in charge of the membership records of the Foundation shall prepare a list arranged in alphabetical order of the members entitled to vote at such meeting. Such list shall be produced and kept at the time and place of meeting during the whole time thereof and shall be subject to the inspection of any registered member who may be present.

Section 7. Quorum

A quorum shall consist of the members present and voting at annual or special meetings.

Section 8 – Voting

The manner of voting at membership meetings, except upon the election of directors, shall be determined by a majority vote of the members present in person, provided, however; if any member shall demand a record vote when a roll call vote of the members present or voting shall be taken and recorded.

Each eligible member of the Foundation who shall have been a member of record for twenty (20) days preceding the meeting of the members at which his vote is cast shall be entitled to vote at meetings of the members.

No more than one (1) vote may be cast per membership.

Section 9 – Parliamentary Procedure

Roberts Rules of Order will be used in the conduct of membership meetings.

Order of Business

1. Call to order
2. Roll call for quorum
3. Reading of notice of meeting and proof of notice
4. Reading and disposal of minutes of last meeting
5. Report of officers
6. Report of committees
7. Election of directors if directors are to be elected
8. Unfinished business
9. New business
10. Adjournment

ARTICLE VI – Directors

Section 1. Number and Qualifications

The business and affairs of this Foundation shall be governed by a Board of Directors composed of twelve (12) members, divided into three (3) groups of four (4) directors each, so divided that the terms of office of four (4) directors shall expire each year.

Section 2. Election of Directors

(a) Nominations for directors shall be made by the nominating committee and upon the floor or the meeting by members.

(b) Directors shall be elected by ballot, except as otherwise hereinafter provided for the filling of vacancies, and shall be chosen by a plurality vote of the ballots cast in each group per

ballot. The entire number of directors to be elected at any election for directors shall be balloted for at the same time, and not separately.

(c) The groups that are to be represented:

1. Northern District of the Michigan Golf Course Superintendents Association
2. Western District of the Michigan Golf Course Superintendents Association
3. Greater Detroit District of the Michigan Golf Course Superintendents Association
4. Mid Michigan District of the Michigan Golf Course Superintendents Association
5. A Commercial Turfgrass Supplier’s Representative
6. A Cemetery, Park, or Sod Representative
7. A Sports or Institutional Representative
- 8 - 10. At Large Representative
11. A Lawn Maintenance Representative, involved in chemical or mechanical maintenance of residential and commercial lawn areas.
12. A Turfgrass Services Representative, including, but not limited to, chemical applicators, lawn irrigation systems, retail garden centers and other related turfgrass care companies who service the general consumer. This category shall not include distributors of equipment or supplies to professional firms.

(d) Each group is requested to nominate two (2) nominees for this position in the appropriate year. If less than two (2) person(s) are nominated by the appropriate group, the Nominating Committee of the Michigan Turfgrass Foundation may select additional appropriate nominees. At large nominations will be made by the Nominating Committee and nominations will be accepted from the floor at the annual membership meeting. The implementation would be according to this schedule and rotating each year thereafter.

	First	Second	Third
Group Number	1	2	3
	11	5	6
	7	8	9
	10	4	12

Section 3. Terms of Office

Each director shall be elected to hold office for a term of three (3) years from the date of election and/or until a successor has been duly elected and qualified, except as described in Section 1. A director may serve three (3) consecutive terms. If the Director is appointed to fill a vacancy as provided herein for a period equal to or exceeding twenty four months, the appointed term shall be considered a full term when calculating the term limit of the Director. Subsequently, after a period of at least one (1) year off of the Board, the individual will again be eligible for election to the Board.

Section 4. Vacancies

Vacancies on the Board of Directors shall be filled by appointment by the remaining members of the Board of Directors and the person so appointed shall fill the unexpired term. At the end of the unexpired term the successor shall be nominated and a director elected at regular business meeting.

Section 5. Removal of Directors

At any meeting of the members duly called for the purpose of removing any director, such director, by a majority vote of all the members entitled to vote, may be removed from office for cause and another be elected in the place of the person. The director against whom such action is proposed to be taken shall be informed in writing of the charges against him at least five (5) days before the date of such meeting, and at such meeting opportunity shall be given him to present witnesses and be heard in person or by counsel to answer thereto and disprove such charges.

Section 6. Meetings of the Board

(a) Organization Meeting. At the first meeting of the Board of Directors held after each annual meeting of the members, the Board of Directors shall proceed to the election of the officers of the Foundation.

(b) Other Meetings. Other meetings of the Board of Directors shall be held whenever called by direction of the President or a majority of the Directors. The Secretary shall give notice of other meetings to all Directors at least two (2) days before the date of each meeting; but such notice may be waived by any Director, or if all of the Directors shall, in writing, waive notice and fix a time and place of meeting, then no period of time need elapse between the date of call and date of meeting. Unless otherwise specified in the notice thereof, any and all business may be transacted at any meeting at which all of the Directors may be present, even though convened without two (2) days previous notice.

Section 7. Quorum

A majority of the Directors, when present at any duly called and convened meeting of the Board of Directors, shall constitute a quorum for transaction of business; provided, that if the directors shall severally and collectively consent in writing to any action to be taken by the Foundation, such action shall be as valid corporate action as though it has been authorized at a meeting of the Directors.

ARTICLE VII – Duties of Directors

Section 1. Management of the Business

The Board of Directors shall have general supervision and control of business and the affairs of the Foundation and shall establish all policies and shall make all rules and regulations

not inconsistent with law of these By-laws for the management of the business and guidance of the members, officers, employees, and agents of the Foundation. The Board of Directors shall have power to acquire such properties as they shall deem necessary for the proper conduct of the business of the Foundation upon such terms and conditions as they shall deem necessary for the best interests of the members.

Section 2. Appointment of Executive Director and Other Contract Services

The Board of Directors shall have power to enter into such contracts and agreements for the management and supervision of the business, including management services, and other contract services as they shall deem necessary and fix the compensation for such services.

Section 3. Depositories

The Board of Directors shall select one (1) or more banks to act as depositories for the funds of the Foundation and shall determine the manner of receiving, depositing and disbursing the funds of the Foundation and the form of checks and the person or persons to whom shall be delegated authority for issuing and signing checks.

Section 4. Bonds

The Board of Directors shall require the management of any officer, agent, or employee who shall have responsibility for custody of any of its funds or property to severally give adequate bonds for the faithful performance of their duties in such sums as the Board of Directors may require, the cost thereof and the premium thereunto be paid by the Foundation.

Section 5. Insurance

The Board of Directors shall provide for adequate insurance of all property, regardless of ownership, which may be in the possession of the Foundation or owned by or stored by it, and shall provide for adequate public liability insurance for its contacts with the general public.

Section 6. Accounting Records

The Board of Directors shall provide for the installation of an accounting system and records which shall be adequate to properly record and classify the operations of the business and its major departments. It shall also be the duty of the Board of Directors to provide for the keeping of proper records of all business transacted.

Section 7. Audit

The Board of Directors shall secure the services of a competent and disinterested auditor or accountant who shall make a careful and thorough audit of the books and accounts of the Foundation as soon as practicable after the close of each fiscal period and at such other times as it shall deem it desirable, but not less than every twenty-four (24) months. A report thereon shall

be rendered in writing and shall be submitted to the members at the annual meeting. This report shall include at least:

- (1) A balance sheet showing the assets, liabilities, and net worth of the Foundation at the close of the fiscal period; and
- (2) An operating statement for the fiscal period under review showing the gross receipts from all sources, and a classified statement of expenses incurred during the period.

Section 8. Records of Meetings

The Board of Directors shall cause to be kept a complete detailed record of all meetings, proceedings and actions of the Board of Directors and of any committees appointed by it. A report thereon shall be submitted to the members at the annual membership meeting.

Section 9. Election of Nominating Committee

At the first meeting of the new Board of Directors each year, a nominating committee will be elected by the Board of Directors. A committee of three members will be elected to nominate candidates for the next election, under the elected chairman.

ARTICLE VIII – Officers

Section 1. Executive Officers

The executive officers of this Foundation shall be a President, Vice-President, Secretary and a Treasurer and shall be elected by the Directors of this Foundation. The President, Vice-President, Secretary and Treasurer shall be elected annually by and from among the Directors of the current year at the organization meeting of the Board of Directors. The offices of Secretary and Treasurer may be combined and held by the same person in which event their powers and duties shall be exercised and performed by the same person.

The executive office shall be elected annually at the organization meeting of the Board of Directors to hold office for a term of one (1) year and until their successor is elected and qualified.

Vacancies occurring in any executive office shall be filled by election for the unexpired term of a successor at the next meeting of the Board of Directors to hold office.

Section 2. Other Officers

The Board of Directors may appoint such other officers as they shall deem necessary, who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.

In case of absence or disability of any officer, the Board of Directors may delegate for the time being the powers and duties of such officer to any other person qualified to perform the same.

All officers and agents of the Foundation shall be subject to removal at any time by the affirmative vote of the Board of Directors. All officers, agents, and employees, other than officers appointed by the Board of Directors, shall hold office at the discretion of the committee or officer appointing them.

The immediate Past President will be elevated to "President Emeritus" and shall serve a one (1) year term of office. The Past President shall then resign additional years, if any, remaining for the current term on the Board of Directors. This person shall have the right to attend meetings, make motions and vote.

Section 3. Duties of the President

The President shall (1) preside over all meetings of the Foundation and of the Board of Directors, (2) call special meetings of the members and of the Board of Directors, (3) appoint all committees except the nominating committee, (4) perform all acts and duties usually performed by the executive and presiding officer, and (5) sign all such papers of the Foundation as he may be authorized or directed to sign by the Board of directors; provided however, that the Board of Directors may authorize any person to sign any or all checks, contracts, and other instruments in writing on behalf of the Foundation. The President shall perform such other duties as may be prescribed by these By-laws or by the Board of Directors.

Section 4. Duties of the Vice President

The Vice-President, in the absence or disability of the President, shall perform the duties of the President; provided; in case of absence or disability of the President shall result in a permanent vacancy in the office of President, the Board of Directors shall elect a successor. He shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors.

Section 5. Duties of the Secretary

The Secretary shall be the recording officer of the Foundation; he shall keep the minutes of all meetings of the members, the minutes of all meetings of the Board of Directors, and the minutes of the meetings of committees, in books especially provided for that purpose; he shall attend to the giving and serving of all notices of the Foundation; he shall attend to the filling and rendering of all reports required by law and these By-laws and such other reports as he may be directed to prepare and submit by the Board of Directors; he shall sign with the President, in the name of the Foundation, all contracts authorized by the Board of Directors; he shall affix the Corporate Seal of the Foundation to all instruments which require such seal; he shall have general charge of the membership records and ledger, and such other books and papers as the Board of Directors may direct, all of which shall be kept at the offices of the Foundation and shall be open at all reasonable times to examination by any directors upon application to the

office of the Foundation during business hours; he shall make a full report to the members at the annual meeting of all matters pertaining to his office; and, in general, shall perform all duties incident to the office of Secretary, subject to the control of the Board of Directors. He may delegate such responsibilities as he deems fit to the Assistant Secretary.

Section 6. Assistant Secretary

The Board of Directors may appoint an Assistant Secretary or more than one (1) Assistant Secretary. Each Assistant Secretary shall have such powers and shall perform such duties as an assistant to the Secretary and otherwise as shall be assigned to him by the Board of Directors and/or by the Secretary.

Section 7. Duties of the Treasurer

The Treasurer shall have custody of all funds and securities of the Foundation which may come into his hands; when necessary or proper, he shall endorse on behalf of the Foundation, for collection, checks, notes, and other obligations and shall deposit the same to the credit of the Foundation in such banks or depository as have been designated by the Board of Directors; he shall sign all receipts and vouchers for payments made to the Foundation; jointly with such other officers as may be designated by the Board of Directors, he shall sign all checks made by the Foundation and shall pay out and dispose of the same under direction of the Board of Directors; he shall sign with the President or such other person or persons as may be designated for the purpose by the Board of Directors all financial instruments which require his signature when so directed by the Board of Directors; he shall enter regularly, in books of the Foundation to be kept by him for the purpose, full and accurate account of all moneys received and paid by him on account of the Foundation; he shall at all reasonable times, exhibit his books and accounts to any director of the Foundation upon application at the office of the Foundation during business hours; he shall make reports of the condition and cash accounts of the Foundation to the Board of Directors upon reasonable demand and shall make a report on the financial condition of the Foundation to the members at each annual meeting; and he shall make all financial reports required by law and these By-laws shall perform all acts incident to his office as Treasurer, subject to the control of the Board of Directors.

Section 8. Assistant Treasurer

The Board of Directors may appoint an Assistant Treasurer or more than one (1) Assistant Treasurer. Each Assistant Treasurer shall have such powers and shall perform such duties as an assistant to the Treasurer and otherwise, as shall be assigned to him by the Board of Directors.

Section 9. Executive Director

The Executive Director is appointed by and serves at the direction of the Board of Directors; he shall report to the Board of Directors on a regular basis and to the membership annually; he shall be the spokesman for the Michigan Turfgrass Foundation and represent the Foundation to the university administration, professors, constituents and allied organizations; he shall help to

coordinate the ongoing activities of the professors to assure that the Foundation’s objectives are attained, and the Foundation’s funds are properly disseminated; he shall oversee the daily operations of the Michigan Turfgrass Foundation and handle the business operations of the Foundation subject to the direction of the Board of Directors; he shall be the chief fundraiser of the Michigan Turfgrass Foundation and shall promote various fundraising activities in support of the Foundation; he shall perform other duties as prescribed by the Board of Directors.

Section 10. Surrender of Records

Each officer and appointed agent of this Foundation shall upon termination of his term of office or appointment or upon the election or the appointment and qualification of a successor, turn over to the Foundation all papers, records, money and property of the Foundation which shall be in his possession or in his control.

ARTICLE IX – Committees

Section 1. Appointment of Committees

The Board of Directors may, by resolution adopt by a majority of the whole Board, except as otherwise provided in these By-laws, designate the members of the Foundation to constitute any committee for the term stipulated in the resolution shall have such authority and powers as the Board of Directors shall provide in said resolution.

Section 2. Committee Meetings

Committees shall fix their own rules of procedure and shall meet where and as provided by such rules as provided by the Board of Directors.

Section 3. Quorum

A majority of the members of any committee when present in person at any duly called and convened meeting of the committee shall constitute a quorum for the transaction of business.

An affirmative vote of the majority of all of the members of the committee present at a meeting shall be necessary in every case for the adoption of any resolution.

Section 4. Committee Reports

Each committee shall report the proceedings and action taken at its meetings to each of the members of the Board of Directors within seven (7) days succeeding each committee meeting. Such actions shall be subject to revision or alteration by those affected by any such revision or alteration.

Section 5. Standing Committees

In addition to the committees referenced herein, the following committees shall be designated as permanent and standing committees of the Foundation with a chairperson appointed annually by the President:

- (a) By-laws
- (b) Awards, and
- (c) Long Range Planning
- (d) Founders Society

The Board shall establish a standing committee known as the Founders Society Standing Committee. The purpose of the committee shall be to advise the Board as to how the funds contributed by the Founders Society to the foundation shall be spent. No funds shall be spent without majority approval by the Founders Society Committee and the Board. The committee shall also advise the Treasurer and the Board as to the proper administration and investment of the funds and shall exercise any other appropriate authority associated with the funds.

The committee will be made up of the President of the foundation (or his representative), one (1) member of the Board appointed by the President, and three (3) Founders Society members who will each serve a three (3) year term. The beginning and ending time period of each term for the Founders Society members serving on the committee and the method of electing the three (3) Founders Society members who will serve on the committee shall be set by the Board. The committee shall meet at least annually and report to the Board and the membership on fundraising activities, funds disbursed and other such business that has occurred since its last report.

- (e) Endowment Fund

The Board shall establish a standing committee known as the Endowment Fund Committee. The purpose of the committee shall be to advise the Board as to how the funds contributed to the LaFontaine Endowment Fund of the Foundation shall be spent. No funds shall be spent without majority approval by the Endowment Fund Committee and the Board. The committee shall also advise the Treasurer and the Board as to the proper administration and investment of the funds and shall exercise any other appropriate authority associated with the funds.

The committee will be made up of the President of the Foundation (or his representative), the One (1) member of the Board appointed by the President, and three (3) Michigan Turfgrass Foundation members who will each serve a three (3) year term. The beginning and ending time period of each term for the members serving on the committee and the method of electing the three (3) Foundation members who will serve on the committee shall be set by the Board. The committee shall meet at least annually and report to the Board and the Membership on fundraising activities, funds disbursed and other such business that has occurred since its last report.

ARTICLE X – Corporate Seal

The Corporate Seal of this Foundation shall be a disc upon the face and around the edge of which shall be inscribed the words MICHIGAN TURFGRASS FOUNDATION, East Lansing, Michigan and across the center of which shall be inscribed the words CORPORATE SEAL.

ARTICLE XI – Turfgrass Research and Educational Committee

Section 1. Turfgrass Research and Educational Committee

The Turfgrass Research and Educational Committee of the Foundation shall consist of those members of the staff of the Michigan State University Agricultural Experiment Station who are conducting turfgrass research, such as:

Any staff member contributing to progress in turfgrass research; shall assist in planning, reviewing, and supervision of all turfgrass research and educational programs to be conducted with funds supplied by the Turfgrass Foundation.

ARTICLE XII – Gifts and Donations

Section 1. Donations and gifts to the Foundation shall be accepted, subject to the approval or confirmation of the Board of Directors.

Section 2. No gift or donation shall, in any event, be accepted which shall or may require the payment of any annuity or other charge from the funds or resources of the Foundation except from the income or principal of such gift or donation, or except the Board of Directors authorizes to match funds for a particular research project.

All contributions or gifts shall be payable to the Michigan Turfgrass Foundation, Inc. All funds shall be deposited in the bank selected by the Board of Directors as a depository for receiving funds. The Treasurer shall keep a record of receipts and disbursement of gift and donation funds which shall be available for inspection or audit upon request of the Board of Directors.

ARTICLE XIII – Amendments

Section 1. Amendment or Repeal of By-laws. These By-laws may be amended or repealed at any duly called regular or special meeting of the members at which a quorum shall be present by a majority vote of the membership represented at such meeting, provided that proposed amendments have been submitted to the membership with the notice of meeting at which the vote is to be taken upon the proposed amendments.

One-tenth (1/10th) of the members of the Board of Directors may propose any desired amendments to the Articles of the Incorporation or to the By-laws of the Foundation.

Amendments proposed by members of the Foundation shall be set forth in full in an application addressed to the Board of Directors and signed by the petitioning members. The person or persons securing such signatures shall make affidavit that such signatures are genuine and are bona fide signatures of the persons whose names appear on said petition. Said petition shall be filed with the Secretary of the Foundation not less than thirty (30) days before the date of call of the annual or special meeting. Notice of such proposed amendments shall be given by the secretary in the notice of meeting and shall be voted upon at the next meeting of the members.

ARTICLE XIV – Dissolution of the Foundation

Section 1. In the event that this Corporation for any reason is dissolved or liquidated, the Board of Directors or Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors or Trustees shall determine. Any assets not so disposed of shall be disposed of in accordance with the direction of any Court having jurisdiction in the county in which the principal office of the Corporation 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.