



Bylaws

Article I. Mission Statement

In Your Shoes, a giving circle, is an investment in our Westborough community. The mission of *In Your Shoes, a giving circle*, is to make a difference in our community by contributing time, talents, and monetary resources to provide assistance and financial support to those in need. *In Your Shoes, a giving circle*, is a not for profit organization duly organized under the laws of the Commonwealth of Massachusetts that fosters and advocates volunteerism to contribute to the health and well being of the Westborough community.

Section 1.01 Mission Goals

The goals of *In Your Shoes, a giving circle*, are to:

- a. Encourage community among ourselves and those we serve.
- b. Educate and increase awareness of local neighbor needs.
- c. Promote volunteerism and effective philanthropy.
- d. Build a network that is a catalyst for positive change.
- e. Direct charitable dollars for change in the Westborough community.
- f. Vote, as defined in Section 8.02, to donate funds to other 501(c)(3) organizations in a way that benefits Westborough residents.

Notwithstanding the foregoing, *In Your Shoes, a giving circle*, shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from Federal income tax under section 501 © (3) of the Internal Revenue Code (or corresponding section of any further United States Internal Revenue Code), or (ii) by a corporation duly organized under the laws of the Commonwealth of Massachusetts. *In Your Shoes* is organized exclusively for charitable purposes under section 501© (3) of the Internal Revenue Code or corresponding section of any future federal code.

Article II. Name

In Your Shoes, a giving circle, is the official name of the organization, P.O. Box 19, 13023 Ambassador Drive, Westborough, Massachusetts 01581.

Article III. Membership

In Your Shoes, a giving circle, is open to all Westborough residency who wish to further the mission and goals of *In Your Shoes* through financial support and/or participation in

service projects. Members shall be defined as those who annually complete a Membership form, a Conflict of Interest Agreement and Confidentiality Agreement and file it with the *In Your Shoes* Treasurer. *In Your Shoes* strives to attract a membership that is broad, diverse and inclusive.

Section 3.01 Member categories

There are two member categories:

- a. Voting - Members who annually contribute a minimum of \$50.00 to *In Your Shoes*.
- b. Service Non Voting - Members who donate their time and talents to accomplish the mission of *In Your Shoes*.

The \$50.00 membership fee is a non refundable, non transferable charitable contribution where all of the monies will be used to provide assistance and financial support to those in need in the Westborough community.

Section 3.02 Responsibilities of Membership

- a. Voting Members
 1. Vote on matters regarding grant awards.
 2. Encourage other individuals to support and participate in the mission and goals of *In Your Shoes*.
 3. Honor financial commitments to *In Your Shoes* in accordance with Section 3.04.
- b. Service Non Voting Members
 1. Attend meetings and participate in service projects sponsored by *In Your Shoes*.
 2. Encourage other individuals to support and participate in the mission and goals of *In Your Shoes*.

Section 3.03 Benefits of Membership

- a. Participate in a dynamic, philanthropic and fun organization.
- b. Offer input to *In Your Shoes* ' goals and grant awards.
- c. Explore and collaborate with others with shared values.
- d. Make a greater impact with pooled monetary resources.
- e. Add value and impact to service projects and special events.
- f. Learn about non-profits and needs in the community.

Section 3.04 Contributions of Voting Members

- a. Voting Members shall contribute a minimum of \$50.00 per year to be paid annually by May 31st, fiscal year end August 31st.
- b. Only those Voting Members whose contributions are current and have completed their Membership Form, Conflict of Interest and Confidentiality Agreements shall be eligible to exercise voting privileges.
- c. Each Voting Member shall have one vote, regardless of the amount of any contribution in excess of the amount specified in Section 3.04a.
- d. Quorum – at least 1/3 voting members shall constitute a quorum at all voting membership meetings.

- e. Manner of Acting – The act of a simple majority of voting members (either present or by absentee ballot in accord with Section 4.03e) at a meeting at which a quorum, as defined in (d) above, shall be an act of the voting membership.
- f. Notice – Notice of the voting (general) membership meeting shall be sent to each voting member by either U.S. mail, facsimile, electronic mail or other mode of written transmittal, not less than 14 calendar days before the time set for such meeting and must include the time, date and place of such meeting.

Special Meeting – in the event that the Guiding Circle determines the need for a Special Meeting, said special meeting may be called by providing 7 calendar days notice by either U.S. mail, facsimile, electronic mail or other mode of written transmittal.

Article IV. Organization/Structure

In Your Shoes will have an executive committee (called the Guiding Circle), defined in Section 4.01 and committees (called the Sub-circles) as defined in Section 4.04.

Section 4.01 Responsibilities of Guiding Circle

- a. Provide the vision for *In Your Shoes*.
- b. Schedule and direct bi-monthly meetings, except for June, July & August.
- c. Manage accounting of contributions and expenses of *In Your Shoes*, including the Emergency Fund defined in Article IX, and provide a written report at the scheduled bi-monthly meeting of membership.
- d. Chair the Grant and Service Sub-circles.
- e. Record meeting minutes for presentation at the next scheduled bi-monthly meeting of membership.
- f. Review and amend bylaws and present changes to the membership.
- g. Communicate about *In Your Shoes* with members and the public.
- h. Conduct all other business of *In Your Shoes*.

Section 4.02 Organization and Meetings of the Guiding Circle

- a. The Guiding Circle will meet every month with the exception of June, July, and August at such times as it shall determine but that shall permit it most effectively to carry out its responsibilities for *In Your Shoes*.
- b. The Guiding Circle shall determine, in any manner it chooses, those of its members who shall act as President or Co-Presidents, Vice President, Treasurer and Secretary of *In Your Shoes*. The President or Co-Presidents shall perform all duties incident to leadership of *In Your Shoes*, the Vice President shall perform the duties of the President/Co-Presidents in his/her absence and support the Presidency, the Treasurer shall manage accounting of contributions and expenses of *In Your Shoes* and the Secretary shall record meeting minutes and post all minutes of *In Your Shoes*.

Section 4.03 Election of Guiding Circle and Sub-Circle Members

- a. Candidates for the Guiding Circle will be voted by membership at the annual *In Your Shoes* meeting to be held every May.
- b. Those elected will begin serving their term the first day of September following their election to Guiding Circle.
- c. A simple majority of Voting Members at a meeting at which a quorum is determined to be present in accord with Section 3.04 d,e is a valid vote.
- d. Vote will be by secret ballot.
- e. Voting Members not able to attend may vote by absentee ballot. The absentee ballot must be received by a member of the Guiding Circle before the start of the meeting. All votes to be verified by a President/Co-President.
- f. If a vacancy on the Committee occurs mid-term, an interim member may be appointed by the remaining Committee members to serve until the following election.
- g. Removal. Any member of the Guiding Circle or Sub-circle may be removed from position at any time by the affirmative vote of 2/3 of voting members, whenever in their judgment it is in the best interests of *In Your Shoes, a giving circle*.

Section 4.04 Committees (Sub-Circles)

In Your Shoes Sub-Circles are planned and organized to formally draw together people of relevant expertise and interest within the organization to share information and coordinate actions to support the mission and goals of the organization. These Sub-Circles will be working with the IYS leadership - the Guiding Circle – to share viewpoints and present Committee reports for the review and approval of the Guiding Circle, then the General Membership. Each Sub-Circle will meet as required to accomplish the committee goals and report in a timely manner to the Guiding Circle and General Membership.

- a. Sub-circles shall present their reports to the Guiding Circle before the bi-monthly meeting of membership. Their responsibilities include:
 1. **Grants Sub-circle** - Award grants in accordance with Article VIII. (See Section 8.01 for Responsibilities) provide a written report at the scheduled bi-monthly meeting of membership.
 2. **Service Sub-circle** - Plan and execute monthly and on-going service projects for *In Your Shoes* and provide a written report at the scheduled bi-monthly meeting of membership.
 3. **Education Sub-circle** - Select and arrange for speakers at meetings of *In Your Shoes* with the approval of the Guiding Circle.
 4. **Public Relations Sub-circle** - On behalf of *In Your Shoes*, answer inquiries and record/photograph events.
 5. **Special Events Sub-circle** – Organize socials and fund-raising events.
- b. Except for the Grant and Service Sub-circles, whose chairs shall be appointed by the Guiding Circle in accordance with Section 4.01d, each Sub-circle shall elect a chair, who shall hold the position for one year, renewable from year to year.

Article V. Meetings

The General Membership of *In Your Shoes* will meet every other month in order to vote on grant applicants in accordance with Section 8.02 with the exception of June, July and

August, and at such times, as the Guiding Circle shall determine. In order to conduct elections for the Guiding Circle, in accordance with Section 4.03, the voting membership will vote at the annual meeting every May.

At any meeting of *In Your Shoes*, an act of voting membership shall consist of a simple majority at a meeting at which a quorum is determined to be present in accord with Section 3.04 d,e. Voting members can either vote by being present at the meeting or by absentee ballot in accord with Section 4.03e.

Article VI. Amending the Bylaws

Bylaws may be amended by a simple majority of Voting Members at a meeting at which a quorum is determined to be present in accord with Section 3.04 d,e. An act of voting is valid when the Voting member is either present at the meeting or votes by absentee ballot in accord with Section 4.03e.

Article VII. Administrative Expenses

The Guiding Circle may incur costs for supplies and services necessary to the operation of *In Your Shoes*. These expenses may include, but are not limited to website registration and maintenance, filing fees/services, paper, printing, postage, room rental, refreshments, and materials for service projects. Funds for non-operating expenses will be obtained by private grant or special fundraising events (i.e. expenses for a fundraising event(s)).

Article VIII. Awarding of Grants

Consideration and voting on grants will take place at regularly scheduled meetings. Grant applications must be received by the Guiding Circle 15 days prior to the monthly meeting to be considered for the upcoming grant cycle.

Section 8.01 Organization and Responsibilities of Grant Sub-circle

- a. All members of the Grant Sub-circle must be Voting Members.
- b. The Grant Sub-circle can present grant applications for consideration.
- c. The Grant Sub-circle shall review grant applications in order to:
 1. Determine if the application meets the mission of *In Your Shoes*, and
 2. Determine if the application meets the grant award criteria as described in Section 8.03.
- b. The Grant Sub-circle shall research grant applicants by any or all of the following:
 1. Visits or meetings with applicants as needed,
 2. Requests for supplementary materials or documents.
- c. The Grant Sub-circle shall select grant applicants to present to the membership of *In Your Shoes*.
- d. The Grant Sub-circle shall send the description of the applicant organizations and a summary of the projects recommended to be funded to the voting membership via e-mail at least two weeks prior to the meeting of *In Your Shoes* at which the grant application is to be voted upon.

- e. The Grant Sub-circle shall present the grant applicants at the meeting of *In Your Shoes* at which time the vote on the grant application is to be held.

Section 8.02 Procedure for Awarding Grants

- a. The Grant Sub-circle will present the grant applications at the monthly meeting of *In Your Shoes* prior to voting on the grant applications.
- b. Voting will be by secret ballot listing selected Westborough grant applicants and amounts requested.
- c. A simple majority of Voting Members at a meeting at which a quorum is determined to be present in accord with Section 3.04 d,e is a valid vote.
- d. Voting Members not able to attend may vote by absentee ballot if the ballot is received in hand by a member of the Guiding Circle prior to the meeting as described in 4.03e.
- e. Grants may be awarded in an amount up to the balance of *In Your Shoes*' Treasury as long as a minimum of 10% is maintained after disbursement of the grant.

Section 8.03 Criteria for Awarding Grants

- a. The recipient may be a friend, neighbor in need and must be a resident of Westborough.
- b. If applicant is an organization(s), it must be non-profit tax-exempt pursuant to IRS section 501(c) (3).
- a. Applicant organization must meet *In Your Shoes*' mission.
- b. Applicant organization must be approved by *In Your Shoes*.
- c. No more than 50% of *In Your Shoes*' available grant money may be awarded to any one organization in a fiscal year (September 1st - August 31st).
- d. The following are excluded from consideration:
 - 1. Organizations that promote a particular religious or political ideology.
 - 2. Endowment or capital projects and campaigns.
 - 3. Advertising and other special fundraising events.
 - 4. Contributions to the general fund of an organization.
 - 5. Intermediary funding agencies.

Article IX. Emergency Fund

The Guiding Circle may vote to disburse up to 5% of *In Your Shoes*' Treasury for emergency requests in such amounts and at such times as it determines worthy and in accord with the mission of *In Your Shoes*. Any request for such funds must be submitted on an Emergency Fund Request Form and approved by the Guiding Circle.

Article X. Funds Disbursement

All funds approved for disbursement by *In your Shoes* will require 2 signatures from the Guiding Circle. Signature authority remains with the Treasurer and President/Co-Presidents.

Article XI. Waiver of Notice

Whenever any notice whatsoever is required to be given hereunder, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

Article XII. Books and Records

In Your Shoes, a giving circle, shall keep accurate and complete books and records of account and shall maintain records of all meeting minutes.

1. Internal Controls. The Guiding Circle shall establish policies and procedures to ensure that proper and adequate controls of its financial affairs exist.

Article XIII. Indemnification

Any member of *In Your Shoes, a giving circle*, who is made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he or she is a or was a member, shall be indemnified by the *In Your Shoes, a giving circle*, to the fullest extent permitted by law.

No such indemnification shall be made with respect to matters as to which any said member shall be finally adjudged to have been dishonest, to have acted fraudulently and/or in bad faith.

Article XIV. Dissolution and Wind Up

In Your Shoes, a giving circle, may be dissolved upon a vote of two-thirds (2/3) of the voting members for any reason so determined by the voting members.

Upon the dissolution of *In Your Shoes, a giving circle*, its net assets shall be distributed for one or more exempt purposes within the meaning of Section 501 © (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed for a public purpose.

Appendices:

- Appendix A: [Membership Form](#)
- Appendix B: [Emergency Fund Request Form](#)
- Appendix C: [Grant Application](#)
- Appendix D: [Conflict of Interest Agreement](#)
- Appendix E: [Confidentiality Agreement](#)