



## IMPACT 100 ST. LUCIE

### Governing Guidelines

#### Article I: Name and Purpose

1. The mission of Impact 100 St. Lucie (the "Organization") is philanthropic women working together to improve St. Lucie County community one transformational project at a time.
2. The Organization shall maintain a field of interest fund with The Community Foundation Martin - St. Lucie (TCFMSL) which is a 501(c)(3) organization located at 851 SE Monterey Commons Blvd., Stuart, FL 34996. TCFMSL shall provide administrative support in processing memberships, other revenue, and expenses; financial accounting and reporting; and assistance and guidance with the grant process. A detailed list of services provided by TCFMSL will be reviewed annually.
3. The Organization is organized and operated exclusively as a charitable body of philanthropic women working together to improve St. Lucie County. This is accomplished by providing annual grants in the total amount collected from members, not to exceed \$100,000 per grant, to provide transformational impact within St. Lucie County.

#### Article II: Executive Committee

1. General Powers: The affairs of the Organization shall be managed by the Executive Committee.
2. Number: The number of initial Executive Committee members shall be the six (6) "Organizing Members". The number of Executive Committee members shall not be less than eight (8) and not more than Twelve (12).
3. Nominations and Elections: Any active member of the Organization may be nominated by a member of the Executive Committee or by any Impact 100 St. Lucie member to serve on the Committee. Executive Committee members shall be elected by a majority vote of the Executive Committee.
4. Tenure: The term of an Executive Committee member shall be three (3) years. Executive Committee members generally will not serve more than two (2) consecutive terms on the Executive Committee, unless for the benefit of the Organization a longer term is approved by the Executive Committee. However, Executive Committee members shall be eligible for re-election to the Executive Committee one (1) year following the termination of their previous term on the Executive Committee. Executive Committee members shall hold office until the election and qualification of their respective successors, except as hereinafter

otherwise provided for filling vacancies. The Executive Committee members shall be elected by vote of a majority of the Executive Committee members.

5. Honorary Executive Committee Member: Honorary Executive Committee members are those individuals who have given outstanding service to the Organization and shall include:
  - a. The original Organizing Members of Impact 100 St. Lucie:
    - i. Cris Adams, Debbie Butler, Linda Chastain, Lisa Floyd, Ruth Stromak and Bunny Webb
  - b. All Past Presidents of the Organization.

Honorary Executive Committee members shall be entitled to attend all meetings of the Organization and participate in discussions. However, Honorary Executive Committee members shall be non-voting members and will not be counted in the determination of a quorum at meetings of the Executive Committee members. Honorary Executive Committee members shall have no powers except those specifically granted to them as agents of the Organization in accordance to Governing Guidelines.

6. Resignation: Any Executive Committee member may resign at any time by giving written notice of such resignation to the Executive Committee.
7. Quorum: At all meetings of the Executive Committee, a majority of the Members shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of members at any meeting at which there is a quorum shall be the act of the Executive Committee members.
8. Conflict of Interest: The Executive Committee shall adopt and maintain a Conflict of Interest Policy and utilize annual conflict disclosure forms for Officers, Executive Committee Members and Organization Committee Members, as deemed necessary by the Executive Committee.
9. Removal: Any Member may be removed from office by the affirmative vote of a majority of the members of the Executive Committee. Any such Member proposed to be removed shall be entitled to at least ten (10) days written notice of the meeting at which such removal is to be voted upon and shall be entitled to be heard at such meeting.
10. Compensation: Executive Committee members shall not receive compensation for their services.

### Article III: Officers

1. Number: The Officers of the Organization shall be President, Vice President, Secretary and Treasurer.
2. Election: Officers shall be elected from the Executive Committee at the annual meeting of the Executive Committee.

3. President: The President, elected by the Executive Committee, shall preside at all meetings of members, the Executive Committee and at the Annual Award Celebration. She shall have and discharge all duties incident to the Office of the President and such duties that the Executive Committee shall assign to her from time to time. The President shall execute for the Organization any contracts or other instruments that the Executive Committee has authorized to be executed.
4. Vice President: The Vice President elected by the Executive Committee shall in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform other duties as the Executive Committee shall prescribe
5. Secretary: The Secretary shall keep the minutes of all meetings of the Executive Committee and of the general membership and other such duties as assigned by the Executive Committee.
6. Treasurer: The Treasurer shall work with the Foundation, verify the funds in all accounts, and report to the Executive Committee quarterly or as needed.
7. Removal: Any Officer may be removed from office by the affirmative vote of a majority of the members of the Executive Committee. Any such Member proposed to be removed shall be entitled to at least ten (10) days written notice of the meeting at which such removal is to be voted upon and shall be entitled to be heard at such meeting.

#### Article IV: Committees of the Executive Committee

1. Committees: The Executive Committee shall establish committees to conduct Organization business and ensure its operations. Each committee shall be chaired by a member of the Executive Committee with a co-chair from the membership. Committee Chairs shall be responsible for overseeing the work of their co-chair and committee. The Standing Committees shall be as follows:
  - a. Grant Review Process: To manage the grant application process from recruitment of applicants to the awarding of the annual grant to the winning applicant. This committee will consist of a minimum of twelve and a maximum of twenty members. This process will include determining the focus areas for annual grant applications, advertising the grant, reviewing the Letters of Intent (LOI), selecting the most likely applicants, reviewing the full proposals, conducting site visits of promising projects, fully vetting the proposals for compliance and feasibility, selecting the three finalists, posting their seven-minute presentations on the website, urging all *Impact 100 St. Lucie* members to cast their vote for one of the finalists, organizing the on-site voting process for members and awarding the grant to the winner. Coordinate with the Public Relations Committee and others, as appropriate. Members will be required to attend trainings, rate applications, attend as

many site visits as possible and rate the grant applications to determine the semi-finalists and then the finalists. Members who fail to perform these duties will be removed from the committee.

- b. Grant Compliance: To ensure that every annual *Impact 100 St. Lucie* project is sustainable. This committee will consist of a minimum of three and a maximum of five members. This includes monitoring the project's administration, management, focus compliance, budget allocations, fiscal accountability, oversight and service delivery by means of site visits, consultations with the leadership, staff and clients, troubleshooting and mentoring, as appropriate, in concert with TCFMSL.
- c. Membership: To ensure that *Impact 100 St. Lucie* comprises a minimum of 100 philanthropic members for each annual grant making cycle. To the extent possible, endeavor to maintain ethnic diversity in the membership in keeping with the ethnic diversity of St. Lucie County. Encourage members to host periodic Gatherings to reach out to new prospective members drawing upon the experience of legacy members. Coordinate membership development with the Special Events Committee and others, as appropriate.
- d. Public Relations: To ensure that *Impact 100 St. Lucie* is widely known throughout the County for its philanthropy, its diverse women membership, its many events and activities, its support of the County's nonprofit community, its oversight and monitoring of grant recipient organizations and its commitment to quality service delivery to clients served. This includes social media, traditional print and electronic media, photography and photo placements, marketing, and advertising, directing fundraising efforts shared by the membership, material support for all Special Events and timely management of the *Impact 100 St. Lucie* webpage. Engage community and County leaders to support and participate in *Impact 100 St. Lucie* Special Events and coordinate with the Special Events Committee on appropriate guests and speakers for SpecialEvents.
- e. Special Events: To organize, manage and oversee all *Impact 100 St. Lucie* Special Events year-round. This includes developing a budget and securing financing, obtaining the venue, coordinating with the appropriate event staff, issuing the invitations, designing and implementing the decorations and room layout arrangements, selecting the food, beverages and favors/swag bags/ jewelry, working with the caterers, coordinating entertainment, speakers and program details, coordinating with the Public Relations Committee to advertise the event and publish the programs, manage every aspect of the event from start to finish, troubleshooting along the way and anticipate special needs such as parking, disable access, greet guests and announce any special instructions regarding seating, photography, location

of restrooms and any other pertinent information. Coordinate with the Public Relations Committee and others, as appropriate.

- f. Other committees may be established by the Executive Committee as needed.

## Article V: Members, Meetings and Obligations of Members

1. Membership: The goal of the Organization is to consist of at least 100 members. Membership shall be open to all women age eighteen (18) and older, regardless of residence, after payment of full membership dues fixed by the Executive Committee. Membership shall renew annually after timely payment of full membership dues for the applicable fiscal year. The fiscal year shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup>. All monies collected for a specific grant year shall be awarded in that year.
2. Member Rights: Each member may attend and vote at the Annual Grant Award Celebration and serve on one or more committees. The right to vote and any other membership privilege shall cease on the termination of her membership.
3. Membership Termination: Membership is considered terminated with all rights rescinded when an individual does not pay or renew annual members dues by the date designated by the Organization. A member shall not be entitled to a refund of her annual membership dues after payment of said dues. Members who terminate their membership with the Organization may rejoin at any time in the future by paying their membership dues.
4. Annual Membership Meeting (Annual Award Celebration): The annual meeting of the Organization shall be held in April, or any date deemed necessary by the Executive Committee.
5. Special Meetings: Special meetings of members may be called at any time by the President or by majority vote of the Executive Committee.
6. Notice of Meetings: Notice of any annual or special meetings shall be communicated via Constant Contact or individual e-mail transmission at least seven (7) days prior to the meeting.
7. Quorum: A majority of members shall constitute a quorum for the transaction of business, and the action of a majority of the members at a meeting where a quorum is present shall be the action of the members. In the case of a tie, the vote of the Executive Committee shall decide the outcome.
8. Voting: At the Annual Award Celebration each member shall be entitled to vote in person or by absentee ballot. Each member shall be entitled to one (1) vote for each \$100,000 grant to be awarded. All elections shall be determined by a majority vote, in person or by absentee ballot. Votes made by absentee ballot will be in accordance with procedures adopted by the Executive Committee and executed by

TCFMSL. Counting of final ballots shall be administered by TCFMSL. If necessary, an Executive Committee member may assist with the counting of final ballots.

9. Membership Responsibility: The only membership responsibility shall be for members to pay membership dues in full by designated deadline and vote at the Annual Award Celebration. Once the membership dues have been paid to the chapter, the money becomes the property of the chapter and, as such, is not refundable.

## Article VI: Grant Awards

1. Eligibility Criteria:

- a. Applicant shall be incorporated and approved by the IRS as a 501(c)(3). Government entities, private foundations, and community foundations are not eligible to apply.
- b. Eligible non-profit organizations shall submit a Letter of Intent (LOI) that clearly articulates the proposed program/project as outlined and described in the application process within TCFMSL Foundant software.
- c. Project/program shall be within St. Lucie County only. Applicant is not required to reside in St. Lucie County, but the proposed program/project shall be used solely to have an impact in St. Lucie County.
- d. Previous first place award recipients may not reapply for a period of three (3) grant cycles.

2. Award Amount: Grant request amount shall be the amount collected during the membership drive for that year and shall not exceed \$100,000. If more than the grant amount is required by the applicant, the portion to be funded by the Organization shall be clearly defined.

3. Prohibited Expenses:

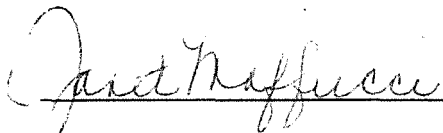
- a. A grant to an individual
- b. Pass through funds
- c. Partisan, legislative, or political activities
- d. Projects of an individual church, religious organization for its own benefit
- e. Endowments
- f. Debt reduction
- g. Existing operating expenses

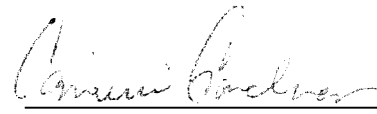
- h. Reimbursement for previous incurred expenses or completed projects
  - i. Fundraising activities and/or events
  - j. Salaries for fundraising or development positions
  - k. Salaries of staff not specific to the proposed program/project
  - l. Equipment not specific to the proposed program/project
  - m. Travel grants for agency employees
  - n. Procurement of consumables (food and beverages)
  - o. Land or building purchases
4. Award Contracts and Payment: Grant contracts shall be managed by TCFMSL.
- a. Grant award payments up to \$100,000 shall be made in one to four installments based on achievement of deliverables/outcomes. The nonprofit shall be required to submit one or more written reports as defined in the contract.
  - b. If a \$100,000 grant is awarded and funds remain, all remaining funds of the Organization from the current membership shall be divided equally among the remaining finalists.


**Article VII: Miscellaneous**


- a. Any contracts into which Impact 100 St. Lucie enters will be signed by the president of Impact 100 St. Lucie and by the president of The Community Foundation Martin St. Lucie.
- b. Any requests for reimbursement of expenses must be approved by the president and the treasurer of Impact 100 St. Lucie before being submitted to The Community Foundation Martin St. Lucie.

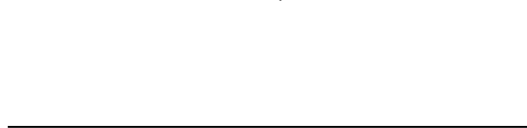
This document shall be reviewed annually and may be amended, repealed, or added to by a majority vote of the Executive Committee at any time.  
 Date: 08/16/2021

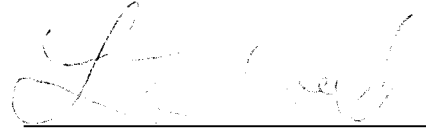
  
 Janet Maffucci, President


  
 Canieria Gardner, Vice President

  
 Cris Adams, Secretary

  
 Gwen Cunningham, Treasurer

  
 Debbie Butler

  
 Lisa Floyd

  
 Ruth Stromak