

**BYLAWS OF  
ST. PATRICK HOSPITAL FOUNDATION  
(DBA Providence Montana Health Foundation)**

**ARTICLE I**

Section 1.1     NAME AND DESCRIPTION. The name of the corporation shall be St. Patrick Hospital Foundation (Also Doing Business as the Providence Montana Health Foundation). It is a not-for-profit corporation organized and existing under the laws of the State of Montana.

Section 1.2     PURPOSES. The Foundation is established for the purpose of developing philanthropic funds through special events, annual, major, capital and planned giving solely for the benefit of Providence St. Patrick Hospital, Providence St. Joseph Medical Center the medical delivery system of Montana and the poor and vulnerable individuals who reside in the region we serve, by way of receiving and accepting property, whether real, personal, or mixed, gifts, bequests, or devises, from any person, firm, trust or corporation, to be held, administered, and disposed of in accordance with the provisions of these Bylaws in fulfilling the mission of Providence Montana Health Foundation.

Section 1.3     LOCATION. The Foundation shall maintain a registered office in the State of Montana as required by law. The principal office of the Foundation shall be at 500 West Broadway, Missoula, MT 59802. The Foundation may have offices at such other places, both within and without the State of Montana as the Board of Directors may from time to time designate, or the business of the Foundation may require.

**ARTICLE II  
MEMBER**

Section 2.1     CORPORATE MEMBER. The member of the Foundation shall be Providence Health & Services Montana dba St Patrick Hospital, a not-for-profit corporation (hereinafter designated as the "Corporate Member").

Section 2.2     POWER OF THE CORPORATE MEMBER. The following powers are reserved exclusively to the Corporate Member: To adopt and amend the Articles of Incorporation and the Bylaws of the Foundation after consultation with the Foundation's Board of Directors

- A.     To approve new proposed Foundation Board candidates
- B.     To approve the number of Directors if less than 10 and greater than 30. Ability to remove such Directors at any time with or without cause

- C. To approve the merger, consolidation, or affiliation of the Foundation with another corporation, organization or program, or the dissolution of the Foundation
- D. To approve the acceptance of any gift that carries conditions or limitations outside of approved policies or any gift restricted to services, programs or facilities not currently offered or approved to be offered by the Corporate Member's Board; and
- E. The Corporate Member may exercise these reserved powers through its Board of Directors, President or Service Area Chief Executive as determined by the Corporate Member's Board.

Section 2.3 ROLE OF SERVICE AREA CHIEF EXECUTIVE. The Service Area Chief Executive shall serve as representative of the Corporate Member. In addition, the Service Area Chief Executive shall have oversight responsibility for planning, budgeting, and operating results. As representative of the Corporate Member, Administrator shall receive notices of all regular and special Board meetings and may attend all Board and Board committee meetings.

### **ARTICLE III BOARD OF DIRECTORS**

Section 3.1 POWERS OF THE BOARD OF DIRECTORS. The Board of Directors shall exercise general management and control of the business and affairs of the Foundation and shall have and exercise all the powers which may be exercised or performed by the Foundation under law and these Bylaws, except for the powers reserved to the Corporate Member as stated in Article II, Section 2.2 of these Bylaws.

Section 3.2 COMPOSITION AND APPOINTMENT OF THE BOARD OF DIRECTORS. The Board of Directors shall consist of not less than ten (10) nor more than thirty (30) members. A Sister of Providence representative may also be a member of the Board as designated by the Provincial Council of the Sisters of Providence. The Chief Philanthropy Officer of the Foundation shall be an ex-officio member of the Board without vote.

Section 3.3 HONORARY OR EMERITUS MEMBERSHIP. Honorary or Emeritus membership on the Board shall be based on past service and a continuing in-depth interest in the Foundation and the welfare of the institution on whose behalf the Foundation exists. Duties of honorary members may be designated by the Foundation Board.

Section 3.4 TERMS OF DIRECTORS. Directors shall be appointed to serve for a three (3) year term. No director shall serve more than two (2) consecutive full terms without a one-year break in service. If a director takes a leave of absence, a term extension may be considered at the sole discretion of the Board. The term extension, if granted, shall be approximately equal to the period of the leave of absence.

Section 3.5     CHAIRPERSON/PRESIDENT OF THE BOARD OF DIRECTORS. The Chairperson/President of the Board of Directors shall be elected by the Board of Directors and shall preside at all meetings of the Board of Directors and the Executive Committee.

Section 3.6     IMMEDIATE PAST CHAIRPERSON/PRESIDENT OF THE BOARD OF DIRECTORS. The immediate past Chairperson/President remains a member of the Board of Directors and the Executive Committee for one year following the term as Chairperson/President.

Section 3.7     VICE-CHAIRPERSON/VICE-PRESIDENT OF THE BOARD OF DIRECTORS. One or more Vice Chairperson(s)/Vice-President(s) of the Board shall be elected by the Board of Directors and assigned such duties as the Board of Directors may from time to time determine. In the temporary absence of the Chairperson/President, the duties of such officer shall be discharged by the Vice-Chairperson(s)/Vice-President(s) of the Board.

Section 3.8     REMOVAL OR RESIGNATION. Any Director may resign from and terminate membership on the Board of Directors by delivering a written resignation to the Chair of the Foundation. Any Director may be removed by the Corporate Member or by vote of the Executive Committee.

Section 3.9     VACANCIES ON THE BOARD OF DIRECTORS. The filling of vacant positions on the Board of Directors shall be through the efforts of the Board of Directors. The Service Area Chief Executive has the ability to overturn the recommendation of the Board without cause. The initial term of office of a Director appointed to fill such a vacancy shall be equal to the unexpired term of the Director whom he/she is replacing, after which he/she may be appointed to regular terms as provided in these Bylaws.

Section 3.10    REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at such time or at such place as designated by the chairperson/President of the Board by announcement at the preceding Board meeting, or by written notice to the members of the Board by the Chairperson/President.

Section 3.11    SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the Chairperson/President of the Board or his/her designee or by a simple majority of the Board of Directors.

Section 3.12    ELECTRONIC MEETINGS. Electronic meetings of the Board shall be permitted, when necessary, to conduct Board business. Such electronic meetings may be conducted by telephone or email or other acceptable electronic device and shall be considered to be a formal meeting of the Board. Minutes of electronic meetings shall be kept with the

minutes of all other Board meetings by the Secretary of the Board or other staff designee. Electronic meetings of the Board of Directors may be called by the Chairperson of the Board or his/her designee or by a simple majority of the Board of Directors. The notice of the meeting shall be given as required by applicable state law, and the nature and purpose of the electronic meeting shall be included in the notice of the meeting and only the matter or matters included in the notice shall be on the agenda of the electronic meeting.

Section 3.13 PLACE OF MEETINGS. The Chairperson/President of the Board may designate any place, either within or without the State of Montana, as the place of meeting for any regular or special meetings of the Board of Directors. If no designation is made, the place of meeting shall be the Board Room of the Hospital.

Section 3.14 QUORUM. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors.

Section 3.15 ADJOURNMENT. A quorum of the Directors may adjourn any meeting of the Board of Directors, either regular or special, to meet again at a stated day and hour; provided, however, that in the absence of a quorum a majority of the Directors present at any meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 3.16 VOTING BY BALLOT. Voting on any question or in any election may be by voice, unless the presiding officer shall order, or a Director shall demand, that voting be by ballot in which can be conducted by paper or email ballot.

Section 3.17 INFORMAL ACTION BY DIRECTORS. Any action required or permitted to be taken at a regular or special meeting of the Board of Directors may be taken without a vote if a consent in writing, setting forth the action so taken, is signed by all of the Directors.

Section 3.18 ATTENDANCE BY TELEPHONE. The Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.

Section 3.19 PRESUMPTION OF ASSENT. Any Director who is present at a meeting of the Board of Directors at which action on any Foundation matter is taken shall be conclusively presumed to have assented to the action taken unless (1) he/she abstains and his/her abstention is recorded in the minutes of the Foundation; (2) his/her dissent shall be entered in the

minutes of the meeting; (3) he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof; or (4) he/she shall forward such dissent by registered mail to the Secretary of the Foundation immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of an action.

Section 3.20 MEETING PROCEDURES. The Chairperson of the Board shall preside at meetings of the Board of Directors. A record shall be maintained of meetings of the Board. All waivers, consents and approvals shall be filed with such records. The Board may adopt its own rules of procedure consistent with these Bylaws.

Section 3.21 COMPENSATION. Directors shall not be paid compensation for their services as a Director but may be reimbursed for bona fide expenses incurred arising out of such services rendered. However, nothing herein contained shall be construed from prohibiting payment of compensation to an individual who serves as a Director for services rendered to the Foundation in another capacity.

#### **ARTICLE IV COMMITTEES OF THE BOARD OF DIRECTORS**

Section 4.1 AUTHORIZATION. For the orderly direction of the affairs of the Foundation, certain standing committees are created, and special committees may be created. The Service Area Chief Executive, or his/her designee, may be a member of each committee or designate a member of the Administrator's staff to serve as a member of any committee.

Section 4.2 DESIGNATION OF COMMITTEES. The Standing Committees of the Board of Directors shall be an Executive Committee, a Philanthropy Committee, and a Finance Committee. Members of Standing Committees shall serve an annual term. In addition, the Chairperson of the Board, with the approval of the Board of Directors, may authorize the establishment of such Special Committees as from time to time may be necessary or desirable for the conduct of the business of the Foundation. For example, Board Effectiveness and the Marketing Committee. Special Committees shall perform such functions and be of such duration as determined by the Chairperson. Unless otherwise specified in these Bylaws, committees shall be composed of at least three (3) Directors, as well as other persons as designated by the Chairperson.

Section 4.3 VOTING AND QUORUM. Members of all Committees shall be entitled to vote, but all votes must be cast in person. The Chairperson of the Foundation, or the Chairperson's designee, may attend all Committee meetings. The Chief Philanthropy Officer of the Foundation shall be an ex-officio member, with vote, of each Committee. The Chairperson of each Committee shall be designated by the Chairperson of the Board. Unless otherwise indicated in these Bylaws, a quorum shall be one-half of the number of members of the Committee and the act of a majority of the members present when a quorum is present shall be an act of the Committee. Procedures for Committee meetings shall follow those procedures set forth in Article III for meetings of the Board of Directors.

Section 4.4 EXECUTIVE COMMITTEE. The Executive Committee shall consist of not less than five (5) members, and shall include the Chairperson, Vice Chairperson(s), Immediate Past Chairperson/President, Treasurer, Secretary, Chief Philanthropy Officer, and such Board members as may be deemed appropriate by the Chairperson of the Foundation. The Executive Committee shall carry out such activities and discharge such duties as may, from time to time, be delegated and assigned to such Committee by the Board of Directors. Notwithstanding the foregoing, the Executive Committee shall meet at the call of either the Chairperson of the Board, or the Vice Chairperson(s). Four (4) members present at any meeting shall constitute a quorum.

Section 4.5 PHILANTHROPY COMMITTEE. The Philanthropy Committee shall take leadership for major gift fundraising activities including capital campaigns. In coordination with the Development Manager and Chief Philanthropy Officer, the Philanthropy Committee shall be responsible for creating and developing Planned Giving and Capital Giving sub-committees whose responsibilities may include, but not be limited to:

- A. Establishing appropriate donor recognition procedures and policies
- B. Securing all forms of planned gifts and developing and executing strategies for all forms of deferred giving
- C. Identifying and cultivating Major Gift Prospects
- D. Targeting and determining the feasibility of capital campaigns

Section 4.6 FINANCE COMMITTEE. The Finance committee shall be responsible for oversight of financial books and records of the Foundation and for appropriate management of the assets and liabilities of the Foundation. The Committee shall recommend policies for the safeguarding of invested assets, acceptance of gifts, and review such financial reports to report to the Board on the financial operations and condition of the Foundation.

## **ARTICLE V OFFICERS**

Section 5.1 OFFICERS. The officers of the Foundation shall be a Chairperson, Vice-Chairperson(s), Immediate Past Chairperson, Treasurer and Secretary. The Board of Directors may appoint such other officers as it shall deem desirable.

Section 5.2 ELECTION AND TERM OF OFFICE. The officers of the Foundation shall be elected annually by the Board of Directors at the Annual Meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the

Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have been qualified. Election of an officer shall not of itself create any contract rights. No officer shall serve in the same office for more than 3 consecutive years.

Section 5.3     CHAIRPERSON. The Chairperson shall perform the following functions:

- A. Provide leadership to the Board of Directors regarding the goals and objectives of the Foundation
- B. Assure that the Board of Directors approves and implements an operating budget
- C. Have the right to attend all Committee meetings, and

Perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors. The Chairperson shall serve one year term with an option to renew for another term. Chairperson may only serve 2 years maximum. Employees of Providence may serve as Directors but cannot be considered for Chairperson.

Section 5.4     VICE-CHAIRPERSON. The Board of Directors may in its discretion elect Vice-Chairperson(s) nominated by the Chairperson who shall have such duties as determined from time to time by the Board of Directors including but not limited to replacement of the Chairperson in his/her duties and any and all official meetings where the Chairperson is unable to preside.

Section 5.5     IMMEDIATE PAST CHAIRPERSON. The Immediate Past Chairperson serves as a resource, as needed, to the Chairperson to assist with continuity in leadership transition. In the absence of the Chair, or Vice-chair, the Immediate Past Chairperson may preside at Board or Committee meetings at the request of the Chair and shall perform such additional duties as may be assigned to him or her by the Chairperson.

Section 5.6     TREASURER. The Treasurer shall be responsible for the custody of the funds and securities of the Foundation and shall advise the Board of Directors respecting its financial condition and the handling of its monies and investments and shall perform such additional duties as may be assigned to him or her by the Chairperson.

Section 5.7     SECRETARY. The Secretary shall sign documents of the Foundation from time to time as required and a staff designee may be assigned to keep the minutes of the meetings of the Board of Directors in written or electronic form; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; and serve as custodian of the Foundation's corporate records. The Secretary shall sign all documents as required by this office and shall perform such duties as may be assigned by the Chairperson.

Section 5.8     REMOVAL AND RESIGNATION OR LEAVES OF ABSENCE. Any officer elected by the Board of

Directors may be removed by the Board of Directors upon a two-thirds (2/3) majority vote of those present (provided there is a quorum) whenever in its judgment the best interests of the Foundation would be served thereby. Any officer may resign at any time by giving written notice to the Board of Directors, to the Chairperson, or to the Secretary of the Foundation. Leaves of Absence are permitted with approval of the Chairperson of the Board but may not exceed one year. Leaves do not exceed original term.

Section 5.9 VACANCIES. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by a majority vote of the Board of Directors.

## **ARTICLE VI CONFLICT OF INTEREST**

Any Director, officer, employee, or committee member having an interest in a transaction, contract or other matter presented to the Board of Directors or a Committee thereof for authorization, approval or ratification shall provide prompt, full and frank disclosure of his or her interest to the Board or Committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall determine, by a majority vote, whether a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transactions. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction under discussion is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum is present. The Foundation may also adopt policies from time to time more clearly setting forth any requirements regarding disclosure and actions relating to conflicts of interest. In addition, any Director, officer, employee, or committee member having an interest in a transaction, contract or other matter presented to the Board of Directors or a Committee thereof must conform to the then existing Providence Health & Services conflict of interest policy.

## **ARTICLE VII FOUNDATION MANAGEMENT**

Section 7.1 CHIEF PHILANTHROPY OFFICER /CPO. The CPO shall be appointed by the Service Area Chief Executive with the concurrence of the Board of Directors. The CPO shall be the Chief Executive Officer of the Foundation in all respects allowed by Montana Law and as defined and limited by these Bylaws. The CPO will be responsible for serving and supporting the Foundation volunteers and the institutions through facilitating a process to raise funds. This process should employ standardized professional fund-raising practices. The CPO shall oversee the day-to-day operations of the Foundation, including the receipt of gifts and contributions and other funds payable to the Foundation, depositing all such



monies in the name of the Foundation in such financial institutions or depositories selected by the Board, and reporting on the financial affairs and development and other activities of the Foundation. The CPO shall (1) attend generally to the business and affairs of the Foundation including strategic planning, organizational development, major gift, planned gift, annual giving and staff training; (2) facilitate the development of the annual fundraising plan and strategic plan; and (3) attend to Board of Directors or Foundation issues. The CPO shall perform such other duties as directed by the Chairperson/President and Service Area Chief Executive. The CPO shall be an ex-officio member of all Committees. The CPO may be removed by the Service Area Chief Executive after consultation with the Board of Directors.

## **ARTICLE VIII CONTRACTS, CHECKS AND DEPOSITS**

Section 8.1     CONTRACTS. The Board of Directors may authorize any officer or officers, agent, or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

Section 8.2     CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation, shall be signed by the CPO and such officer or officers, agent or agents of the Foundation in such manner as shall from time to time be determined by resolution of the Board. The Delegated Authority Policy outlines procedures and should be reviewed annually.

Section 8.3     DEPOSITS. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors may select, consistent with applicable Providence Health & Services investment policies and guidelines.

## **ARTICLE IX DISTRIBUTIONS, RESTRICTED GIFTS, BOOKS, RECORDS AND AUDITS**

Section 9.1     DISTRIBUTIONS. The net revenues and assets of the Foundation shall be expended solely to support and assist St Patrick Hospital, St. Joseph Medical Center, and the poor and vulnerable of Montana. Such distributions may include gifting to other health facilities in the service area, in order to pursue the mission of the Foundation of improving the

health status of all people in the area in which we serve. Such distributions and expenditures shall be made at the discretion of the Board, following the intent of the Donor who made the gift, and in compliance with the Delegated Authority policy. The Delegated Authority policy governs who has the ability to authorize the use of Foundation funds. No other authority will be granted or recognized unless stated within the Delegated Authority Policy. The Policy is to be reviewed annually by the Executive Committee of the Board of Directors.

Section 9.2     ACCEPTANCE OF GIFTS. The Board of Directors may accept, on behalf of the Foundation, any contribution, gift, bequest, or devise for the general or for any special purpose of the Foundation. Any restricted gift accepted by the Board shall be separately accounted for and shall be distributed or applied in accordance with the terms thereof. In addition, any gift that carries any conditions or limitations must receive Corporate Member approval before being accepted. In addition, any gift restricted to services, programs, or facilities not currently offered or approved to be offered by the Corporate Member's Board shall receive Corporate Member approval before being accepted.

Section 9.3     BOOKS, RECORDS AND AUDITS. The Foundation shall keep or cause to be kept correct, complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and its Committees. In addition, the Foundation shall cause a certified audit of its accounts to be made every other year (years ending in an odd number) and shall cause to be filed the necessary reports, tax or information returns or other documents as may be required by law and by Providence Health and Services on its own behalf.

## **ARTICLE X VOTING UPON STOCK OF OTHER CORPORATIONS**

Unless otherwise ordered by the Board of Directors and subject to the direction, if any, given by the Board of Directors, the CPO of the Foundation shall have full power and authority on behalf of the Foundation to vote either in person or by proxy at any meeting of stockholders of any corporation in which the Foundation may hold stock or otherwise have an opportunity to vote, and at such meeting may possess and exercise all the rights and powers incident to the ownership of such stock or membership which, as the owner thereof, the Foundation might have possessed and exercised if present.

## **ARTICLE XI FISCAL YEAR**

The fiscal year of the Foundation shall commence on January 1st and end on the 31st day of December of each year.

**ARTICLE XII  
DISSOLUTION AND  
LIQUIDATION**

Section 12.1 DISSOLUTION. Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Foundation, dispose of all of the assets of the Foundation to the Corporate Member or its designee. If the Corporate Member is not in existence or makes no such designation, the Board of Directors shall dispose of all of the assets 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 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Section 12.2 LIQUIDATION. Anything herein contained to the contrary notwithstanding, no assets of the Foundation shall be donated, distributed, applied to, paid over or otherwise used or employed in any manner which would disqualify the Foundation from being exempt from taxation under Sections 501(a) or 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any subsequent law of the United States of America.

**ARTICLE XIII  
PROHIBITION AGAINST  
SHARING IN CORPORATE  
EARNINGS**

No Director, officer, employee, committee member or other person connected or affiliated with this Foundation, and no other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of this Foundation, provided that this Foundation shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for this Foundation in effecting any of its purposes as such compensation shall be fixed by the Board of Directors; and no such person or persons shall possess any proprietary right in or to the property of this Foundation or be entitled to share in the distribution of any of the Foundation assets upon dissolution of the Foundation.

**ARTICLE XIV  
EXEMPT ACTIVITIES**

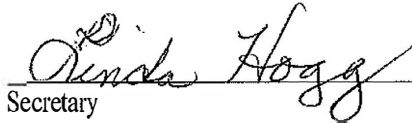
Notwithstanding any other provisions of these bylaws, no Member, Director, officer, employee or agent of this Foundation shall take any action or carry out any activity by or on behalf of the Foundation not permitted to be taken or carried on without penalty by an organization exempt from federal taxation as now exists or as may hereafter be amended.

**ARTICLE XV  
AMENDMENTS**

These Bylaws may be adopted, altered, amended or repealed by the Board of Directors. Amendments and modifications to these Bylaws may be initiated by a vote of the Directors or by action of the Corporate Member. Action taken to alter these Bylaws by the Corporate Member is the exclusive responsibility of the Service Area Chief Executive with consultation and approval from the Foundation Board Chairperson.

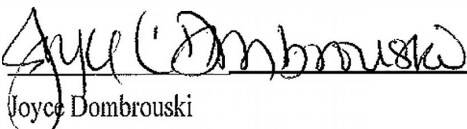
Adopted at a meeting of the Board of Directors held on the 19th day of November, 2019, as duly recorded in the Minutes of the Foundation.

Attest:

  
Secretary

Providence Montana Health Foundation

Reviewed and Approved by Corporate Member:

  
Joyce Dombrowski

Chief Exec Western MT Svc Area

# FOUNDATION BYLAWS RESERVED POWERS DECISION-MAKING MATRIX

<b>RESERVED POWERS</b>	<b>CORPORATE MEMBER</b>	<b>CHIEF PHILANTHROPY OFFICER</b>	<b>FOUNDATION BOARD OF DIRECTORS</b>
Adopt or amend Articles of Incorporation	Approve	Recommend/Consult	Recommend
Adopt or amend Bylaws	Review/Approve	Recommend/Consult	Approve
Approve the number of Foundation Directors	Review/Approve	Recommend	Approve
Appoint and remove Foundation Directors	Upon Recommendation of Foundation BOD and CPO, appoint new Foundation Directors. May remove any Foundation Director with or without cause	Consult	Approve
Approve merger, consideration, affiliation, dissolution	Review/Approve	Consult	Approve
Approve the acceptance of any gift that carries conditions, restrictions, or limitations	Approve	Recommend	Recommend
Develop and implement Investment Policies/ Guidelines	Review	Implement	Approve
Distribution of Funds/Delegated Authority	Consult	Recommend	Approve