WESTMINSTER CARES FOUNDATION

Policies and Procedures Manual

Website and CRM publication draft

Source document	CARES Foundation ByLaws 8.8.2025.pdf
Source title in document	Bylaws of Westminster Cares Fund
Prepared for	Westminster CARES Foundation website and CRM
Manual status	Draft publication version - not a substitute for the bylaws
Review fields	Approved by: ____________ Effective date: ____________ Last reviewed: ____________

Note: This manual reorganizes the bylaws into practical policies and procedures for administrative use. It should be reviewed by leadership and legal counsel before public posting or CRM publication.

Table of Contents

1. Purpose, Scope, and Use of this Manual

This Policies and Procedures Manual translates the attached bylaws into a practical operating guide for the Westminster CARES Foundation. It is written for day-to-day administration, board support, website publication, and CRM reference. The bylaws remain the governing document; this manual is intended to summarize and operationalize them without replacing them.

Where this manual uses the term Foundation, it refers to the nonprofit entity described in the source bylaws. Where the bylaws use the term Corporation, this manual uses Foundation for public-facing clarity. Where the bylaws identify Westminster Manor as the single member, that structure is retained in the procedures below.

Recommended use: post the PDF version to the website or CRM resource library, keep the DOCX version as the editable administrative copy, and confirm final approval language before making it public.

2. Governance Overview

Area	Responsible Party	Core Requirement	Administrative Evidence
Member structure	Westminster Manor	Single member structure	Member action, written appointment/removal, corporate records
Board management	Board of Directors	Foundation affairs managed by the Board	Minutes, resolutions, agendas, annual meeting packet
Officers	President, Secretary, Treasurer	Officers elected annually; additional officers may be created by the Board	Officer slate, minutes, role documentation
Committees	Board-created committees	Committees may assist but cannot take reserved actions	Committee charter, minutes/recommendations
Financial activity	Board/officers as authorized	Board authorizes contracts, deposits, withdrawals, and gifts	Bank records, resolutions, receipts, reports
Records and notices	Secretary / administrative support	Complete records and required notices maintained	Notice logs, meeting records, contact register

This overview is a working snapshot. The detailed procedures below should be used when preparing board packets, CRM records, uploaded governance documents, meeting notices, minutes, or administrative checklists.

3. Administrative Policies and Procedures

3.1 Offices and Registered Agent Policy

Bylaw basis	Article I, Sections 1.1-1.2

Policy

The Foundation shall maintain a principal office in Texas and comply with registered office and registered agent requirements. The Board may change the location of any office and may designate or change the registered office and registered agent as permitted by law.

Procedure

- Maintain the current principal office address in the administrative record.
- Maintain registered agent and registered office information in the corporate record and in any required state filings.
- If the Board changes an office location or registered agent, retain the board action or written documentation authorizing the change.
- Update internal systems, website references, CRM administrative notes, and recurring document templates after any approved change.

Records / Evidence to Maintain

- Principal office record
- Registered agent/office confirmation
- Board resolution or written authorization
- Updated website/CRM administrative reference

3.2 Member Policy

Bylaw basis	Article II, Section 2.1

Policy

The Foundation shall have a single member, Westminster Manor, a Texas nonprofit corporation. Member actions affecting directors or other matters reserved to the member should be documented and retained with corporate records.

Procedure

- Maintain a current record identifying Westminster Manor as the single member.
- Route any matter requiring member action through the appropriate leadership process before implementation.
- Keep written evidence of any member appointment, removal, approval, or other action in the corporate record.
- When preparing public-facing materials, avoid implying broader membership or public voting rights unless specifically approved.

Records / Evidence to Maintain

- Member record
- Member action documentation
- Board/member correspondence or approval record

4. Board Governance Policies and Procedures

4.1 Board Management Authority Policy

Bylaw basis	Article III, Section 3.1

Policy

The affairs of the Foundation shall be managed by the Board of Directors. Administrative support may assist with implementation, records, scheduling, CRM entries, and publication, but decisions reserved to the Board must be approved by the Board or the Member as applicable.

Procedure

- Identify whether an item is administrative or requires Board action before posting or implementing it.
- For Board-level decisions, place the item on an agenda or obtain the appropriate written action as directed by leadership.
- Record Board decisions in minutes or resolutions and retain supporting materials.
- Use approved Board decisions as the basis for CRM configuration, public documents, and website governance content.

Records / Evidence to Maintain

- Board agenda
- Board minutes
- Board resolutions
- Supporting materials

4.2 Director Number, Qualifications, Tenure, and Staggered Terms Policy

Bylaw basis	Article III, Sections 3.2-3.3

Policy

The Board shall determine the number of directors, which may not be fewer than three and may not be greater than twelve. Directors serve three-year terms and terms should be staggered so that approximately one-third of director terms expire each year.

Procedure

- Maintain a current board roster with term dates, officer roles if applicable, and staggered term grouping.
- Before recruitment, compare the roster against the three-to-twelve director requirement and the staggered term structure.
- For director appointments, document the Board recommendation and member appointment.
- If the member does not appoint the Board-recommended person, document that the Board withdrew the recommendation and recommended another individual.

Records / Evidence to Maintain

- Board matrix/roster
- Term schedule
- Board recommendation
- Member appointment record

4.3 Director Removal and Vacancy Policy

Bylaw basis	Article III, Sections 3.3-3.4

Policy

The member may remove a director for any reason at any time. Board vacancies are filled by affirmative vote of a majority of remaining directors, even if fewer than a quorum remain or if only one director remains.

Procedure

- When a vacancy occurs, update the board roster and identify the unexpired term to be filled.
- Place vacancy action on the Board agenda or obtain the required Board action.
- Document the affirmative vote of the majority of remaining directors.
- Update term records, CRM board records, and website listings after the appointment is final.

Records / Evidence to Maintain

- Vacancy notice or resignation
- Board action
- Updated roster
- Website/CRM update record

4.4 Board Meeting Policy

Bylaw basis	Article III, Sections 3.5-3.6

Policy

The Board shall meet from time to time, at least once per year, at a time and place designated by the Board. Annual meeting written notice must be delivered to each director not less than ten and not more than thirty days before the meeting. Special meetings may be called by or at the request of the president or any two directors, with written notice stating the time, place, and purpose delivered not less than five and not more than ten days before the meeting.

Procedure

- Maintain an annual governance calendar that includes at least one Board meeting.
- For annual meetings, prepare and send written notice within the 10- to 30-day notice window.
- For special meetings, confirm the authorized requestor, draft the notice with time, place, and purpose, and send it within the 5- to 10-day notice window.
- Retain proof of notice and include notice status with meeting records.
- Record meeting location, date, time, agenda, minutes, and any action taken.

Records / Evidence to Maintain

- Annual governance calendar
- Meeting notice
- Agenda
- Minutes
- Proof of delivery

4.5 Quorum, Voting, and No-Proxy Policy

Bylaw basis	Article III, Sections 3.7-3.10

Policy

A majority of the directors then in office constitutes a quorum. The Board should try to act by consensus; however, when a quorum is present, the vote of a majority of directors present and voting is sufficient unless law or the bylaws require a greater number. A director present and abstaining is counted as present and voting for purposes of determining the decision of the Board. Directors may not vote by proxy.

Procedure

- Before a vote, confirm the number of directors then in office and calculate quorum.
- Record directors present, absent, and abstaining in the minutes.
- Do not accept proxy votes from directors.
- If quorum is not present at the start of the meeting, a majority of directors present may adjourn and reconvene one time without further notice.
- Document the voting result and whether the action passed.

Records / Evidence to Maintain

- Attendance record
- Quorum calculation

- Voting record
- Minutes

4.6 Director Duty and Compensation Policy

Bylaw basis	Article III, Sections 3.8 and 3.11

Policy

Directors must discharge duties in good faith, with ordinary care, and in a manner reasonably believed to be in the best interest of the Foundation. Directors do not receive salaries for service as directors, but may serve in other capacities and receive reasonable compensation for those services if commensurate with services performed.

Procedure

- Include fiduciary duty reminders in onboarding materials for directors.
- If compensation is considered for non-director services, document the capacity, services performed, reasonableness, and approval path before payment.
- Keep conflicts review separate from any compensation discussion when a director, officer, or related party is involved.
- Do not describe director service as salaried in public or CRM records.

Records / Evidence to Maintain

- Director onboarding materials
- Compensation approval documentation
- Conflict review documentation if applicable

5. Officer Policies and Procedures

5.1 Officer Positions, Election, Term, Removal, and Vacancy Policy

Bylaw basis	Article IV, Sections 4.1-4.4

Policy

The Foundation shall have a president, secretary, and treasurer. The Board may create additional officer positions, define authority and duties, and elect or appoint officers. Officers are elected annually by the Board at the annual meeting, or as soon thereafter as convenient if not held at that meeting. Officers serve until successors are selected and qualified. Officers may be removed by the Board only with good cause, and may be removed by the Member for any reason.

Procedure

- Prepare an annual officer slate or officer confirmation item for the annual meeting packet.
- Record officer elections or appointments in the minutes.
- If an office becomes vacant, place the vacancy on a Board agenda and document the Board appointment for the unexpired portion of the term.
- Update website, CRM, signature blocks, bank contacts, and internal contact records after officer changes are final.

Records / Evidence to Maintain

- Officer slate
- Board minutes
- Updated officer register
- CRM/website update record

5.2 President Role Policy

Bylaw basis	Article IV, Section 4.5

Policy

The president is the principal and legal head of the Foundation, provides leadership and general supervision over Foundation business and affairs, presides at Board meetings, may execute authorized instruments, and performs duties assigned by the Board and duties incident to the office.

Procedure

- Confirm Board authorization before the president signs deeds, mortgages, bonds, contracts, or other instruments.
- Place president-executed documents in the corporate record after execution.
- Do not route documents for presidential execution if authority has been expressly delegated elsewhere or prohibited by the Board, bylaws, or statute.
- Maintain a list of documents executed by the president on behalf of the Foundation.

Records / Evidence to Maintain

- Board authorization
- Executed instruments
- Signature log

5.3 Treasurer Role and Financial Reporting Policy

Bylaw basis	Article IV, Section 4.6

Policy

The treasurer is responsible for funds and securities, receipts, deposits, disbursements, financial books and records, annual financial reports, assigned duties, and duties incident to the office. If required by the Board, the treasurer shall give bond for faithful discharge of duties.

Procedure

- Maintain records of funds, securities, deposits, receipts, disbursements, and financial books.
- Prepare financial reports at least annually for Board review.
- Ensure deposits are made in the Foundation name and in approved depositories.
- Follow Board-resolved methods for withdrawing funds from depository accounts.
- If the Board requires bond, retain bond documentation in the corporate record.

Records / Evidence to Maintain

- Receipts
- Deposit records
- Disbursement records
- Annual financial report
- Bank/depository records
- Bond documentation if applicable

5.4 Secretary Role and Corporate Records Policy

Bylaw basis	Article IV, Section 4.7

Policy

The secretary gives notices, records Board minutes, maintains corporate records and the seal, affixes the seal to authorized documents, keeps a register of mailing addresses for directors, officers, and employees, performs assigned duties, and performs duties incident to the office.

Procedure

- Maintain meeting notices, minutes, corporate records, and the corporate seal record.
- Keep an updated register of mailing addresses for directors, officers, and employees.
- Affix the corporate seal only to authorized documents.
- Store approved minutes and signed actions in the corporate record and, when appropriate, in the CRM or board file system.

Records / Evidence to Maintain

- Notice log
- Minutes
- Corporate record book
- Address register
- Seal log if used

6. Committee Policies and Procedures

6.1 Committee Establishment and Authority Policy

Bylaw basis	Article V, Section 5.1

Policy

The Board may create committees on an ad hoc basis. Committees may assist the Board, but cannot take actions reserved to the Board, the Member, or actions outside delegated authority.

Procedure

- When creating a committee, document the committee purpose, authority, duration, reporting expectations, and members.
- Provide committee members with the reserved-actions list before work begins.
- Record committee recommendations and submit them to the Board when Board action is required.
- Do not allow a committee to approve transactions, amendments, appointments, dissolutions, asset distributions, or other reserved actions unless the Board has authority and takes the required action itself.

Records / Evidence to Maintain

- Committee charter or assignment
- Committee meeting notes
- Recommendations to Board
- Board action on recommendations

Actions reserved to the Board or Member

- Amend articles of incorporation
- Adopt merger or consolidation plan
- Authorize sale, lease, exchange, or mortgage of all or substantially all assets
- Authorize voluntary dissolution or revocation of dissolution proceedings
- Adopt a plan for distribution of assets
- Amend, alter, or repeal bylaws
- Elect, appoint, or remove committee members, directors, or officers

- Approve transactions involving potential conflicts of interest
- Take action outside delegated authority
- Take final action requiring Board approval

7. Financial Transaction Policies and Procedures

7.1 Contracts and Instruments Policy

Bylaw basis	Article VI, Section 6.1

Policy

The Board may authorize any officer or agent to enter into contracts or execute and deliver instruments in the name of and on behalf of the Foundation. Authority may be limited to a specific contract or instrument or may extend to multiple contracts and instruments.

Procedure

- Confirm Board authorization before any officer or agent enters into a contract or executes an instrument on behalf of the Foundation.
- Document whether the authority is limited to a specific document or extends to broader categories of documents.
- Retain the signed contract or instrument and the authorizing Board action.
- Record key contract details in the CRM or administrative tracker if appropriate.

Records / Evidence to Maintain

- Board authorization
- Executed contract/instrument
- Contract tracker entry

7.2 Deposits and Withdrawals Policy

Bylaw basis	Article VI, Sections 6.2-6.3

Policy

All Foundation funds shall be deposited to the credit of the Foundation in banks, trust companies, or other depositories selected by the Board. The Board shall provide by resolution the method and manner of withdrawing funds from depository accounts.

Procedure

- Maintain the list of Board-approved depositories.
- Deposit funds in the name of the Foundation and retain deposit evidence.
- Keep Board resolutions that govern withdrawal methods and authorized signers.
- Do not process withdrawals outside the Board-approved method and manner.
- Reconcile deposit and withdrawal records against financial reporting procedures.

Records / Evidence to Maintain

- Approved depository list
- Deposit records
- Withdrawal authorization/resolutions
- Bank statements
- Reconciliation documentation

7.3 Gifts and Contributions Acceptance Policy

Bylaw basis	Article VI, Section 6.4

Policy

The Board may accept contributions, gifts, bequests, or devises on behalf of the Foundation for general purposes or for any special purpose. The Board may make gifts and charitable contributions not prohibited by the bylaws, Certificate of Formation, state law, and requirements for maintaining federal and state tax status.

Procedure

- Record donor contributions, gifts, bequests, and devises in the CRM according to administrative donor-record procedures.
- Identify whether a gift is general purpose or designated/special purpose.
- Escalate unusual, restricted, complex, or non-cash gifts for leadership and Board review before acceptance when appropriate.
- Ensure acknowledgments and contribution records are consistent with the actual gift purpose and the Foundation records.
- For charitable contributions made by the Foundation, confirm Board authorization and restrictions before disbursement.

Records / Evidence to Maintain

- CRM gift record
- Gift documentation
- Acknowledgment letter
- Board authorization for outgoing gifts/contributions
- Restriction/designation record if applicable

8. Conflicts, Prohibited Acts, and Ethical Restrictions

8.1 Potential Conflicts of Interest Policy

Bylaw basis	Article VI, Section 6.5

Policy

The Foundation shall not make loans to directors or officers. The Foundation shall not borrow money from or transact business with a director, officer, committee member, or other interested person unless the transaction is fully disclosed in a legally binding instrument, is in the best interest of the Foundation, and complies with the Foundation conflict of interest policy.

Procedure

- Do not process loans to directors or officers.
- Before transacting with a director, officer, committee member, or interested person, require disclosure and conflict review.
- Document the transaction in a legally binding instrument that fully describes it.
- Confirm and record that the transaction is in the Foundation best interest and complies with the conflict of interest policy.
- Retain conflict documentation with the related transaction file and Board records.

Records / Evidence to Maintain

- Conflict disclosure
- Conflict review record

- Legally binding instrument
- Board/approval record
- Transaction file

8.2 Prohibited Acts Policy

Bylaw basis	Article VI, Section 6.6

Policy

While the Foundation is in existence, directors, officers, and committee members may not violate the bylaws or binding obligations; intentionally harm the Foundation or its operations; make ordinary business impossible or unnecessarily difficult; receive improper personal benefits; misuse Foundation assets; wrongfully transfer or dispose of Foundation property; misuse the Foundation name or marks; disclose non-public business information without authority; jeopardize tax-exempt status; or act contrary to member approval requirements.

Procedure

- Include prohibited acts in onboarding materials for directors, officers, and committee members.
- Escalate suspected prohibited activity to leadership and, when appropriate, legal counsel.
- Do not publish, share, or use Foundation name, trademarks, property, or confidential information without proper authority.
- Before taking action that may require member approval, confirm member approval has been obtained and documented.
- Maintain records of any review, corrective action, or Board/member direction.

Records / Evidence to Maintain

- Onboarding acknowledgment if used
- Incident/review documentation
- Board/member direction
- Corrective action record

9. Records, Notices, Fiscal Year, and Legal Construction

9.1 Books and Records Policy

Bylaw basis	Article VII, Section 7.1

Policy

The Foundation shall keep correct and complete books and records of account appropriate for a nonprofit corporation and consistent with state, federal, and local law and regulation.

Procedure

- Maintain financial books, account records, Board records, governance records, and key administrative records.
- Store final records in designated systems with access controls appropriate to the sensitivity of the record.
- Use the CRM for donor and relationship records as administratively appropriate, without replacing official records that must be retained elsewhere.
- Review record locations periodically and remove duplicate or outdated public-facing drafts.

Records / Evidence to Maintain

- Corporate record book
- Financial records
- Board minutes/resolutions
- CRM records
- Record location index

9.2 Fiscal Year Policy

Bylaw basis	Article VIII, Section 8.1

Policy

The Foundation fiscal year begins on January 1 and ends on December 31 each year.

Procedure

- Use January 1 through December 31 as the default fiscal year for annual reports, board financial materials, CRM reporting groupings, and year-end administrative planning unless approved otherwise.
- Label reports clearly with fiscal year dates.
- Coordinate annual financial report preparation with the treasurer role procedure.

Records / Evidence to Maintain

- Annual financial report
- Fiscal year report labels
- Year-end record checklist

9.3 Notice Delivery and Waiver Policy

Bylaw basis	Article IX, Sections 9.1-9.3

Policy

Required notices may be delivered in person, by mail, by facsimile, or by electronic mail. Mailed notices are deemed delivered when deposited in the United States mail addressed as shown in the Foundation records with postage prepaid. Facsimile notices are deemed delivered on successful transmission. A person may change address by written notice to the secretary. Written waiver of notice may be signed before or after the notice time. Attendance at a meeting waives notice unless the person attends for the express purpose of objecting because the meeting was not lawfully called or convened.

Procedure

- Use the current address register maintained by the secretary for notices.
- Record date, method, recipients, and purpose of notice.
- Retain signed waivers of notice with meeting records when used.
- If a director attends solely to object to notice or lawful convening, document the objection in the minutes.
- Update the address register when written notice of address change is received.

Records / Evidence to Maintain

- Notice log
- Address register
- Email/mail/facsimile proof
- Signed notice waiver
- Minutes reflecting objection if applicable

9.4 Legal Construction and Governing Authority Policy

Bylaw basis	Article X, Sections 10.1-10.2

Policy

The bylaws are construed according to Texas law. References to laws and legal authorities include successors as amended from time to time. If a bylaw provision is held invalid, illegal, or unenforceable, the remaining provisions continue to apply as though the invalid provision had not been included.

Procedure

- Do not modify governance procedures based on informal interpretation when legal authority is uncertain.
- Escalate legal or enforceability questions to leadership and legal counsel.
- If a legal authority is amended, review affected procedures and update this manual after Board or legal review.
- Retain prior manual versions and review history.

Records / Evidence to Maintain

- Legal review notes
- Manual revision history
- Board approval of revisions if applicable

10. Website and CRM Publication Guidance

Because this manual is intended for website and CRM use, the following publication guidance is recommended to keep the public-facing copy clear, accurate, and appropriately limited.

Publication Item	Recommended Treatment	Reason
Use of manual	Post as a governance summary and administrative guide, not as a replacement for signed bylaws.	Protects against confusion between bylaws and procedure manual.
Sensitive records	Do not post signatures, address registers, internal contact lists, bank records, bank routing details, minutes containing confidential discussion, or conflict review details.	Avoids unnecessary release of sensitive operational information.
Public wording	Use plain language such as "Policies and Procedures Manual" and "derived from bylaws."	Helps donors, board members, and partners understand the purpose.
CRM upload	Upload a PDF final copy and retain a DOCX editable master in the administrative files.	Supports clean public access while preserving editable source.
Review cadence	Review after bylaw amendments, officer/board changes, financial procedure changes, and at least annually.	Keeps website and CRM governance content current.

Suggested website description:

The Westminster CARES Foundation Policies and Procedures Manual summarizes the Foundation governance structure and administrative procedures derived from its bylaws. It is intended as a practical guide for transparency, board support, and operational consistency. The bylaws remain the controlling governance document.

Appendix A. Bylaw-to-Policy Crosswalk

Bylaw Article/Section	Manual Section	Operational Subject
Article I, 1.1-1.2	3.1	Offices, registered office, registered agent
Article II, 2.1	3.2	Single member structure
Article III, 3.1	4.1	Board management authority
Article III, 3.2-3.4	4.2-4.3	Director number, terms, appointment, removal, vacancies
Article III, 3.5-3.10	4.4-4.5	Board meetings, special meetings, quorum, voting, proxies
Article III, 3.8 and 3.11	4.6	Director duties and compensation
Article IV, 4.1-4.7	5.1-5.4	Officers and duties
Article V, 5.1	6.1	Committees and reserved actions
Article VI, 6.1-6.4	7.1-7.3	Contracts, deposits, withdrawals, gifts
Article VI, 6.5-6.6	8.1-8.2	Conflicts of interest and prohibited acts
Article VII, 7.1	9.1	Books and records
Article VIII, 8.1	9.2	Fiscal year
Article IX, 9.1-9.3	9.3	Notices and waivers
Article X, 10.1-10.2	9.4	Legal construction and governing authority

Appendix B. Annual Governance Checklist

- Confirm principal office, registered office, and registered agent records are current.
- Confirm Westminster Manor single-member record is retained in the corporate file.
- Update board roster, director term groups, officer roles, and CRM/website listings.
- Prepare annual meeting notice within the required notice window.
- Prepare annual officer election materials or confirmation item.
- Confirm quorum before Board votes and document attendance, abstentions, and vote outcomes.
- Retain minutes, resolutions, notices, waivers, agendas, and supporting materials.
- Prepare or collect at least annual financial reports.
- Confirm approved depositories and withdrawal methods remain current.
- Review conflict of interest procedures and update disclosures if used.
- Review committee assignments and confirm no committee is acting outside delegated authority.
- Review website and CRM governance materials for accuracy and remove outdated drafts.
- Review this manual after any bylaw amendment or major governance change.

Administrative Revision Log

Version	Date	Revision Summary	Approved By
1.0	__________	Initial publication version derived from bylaws	__________