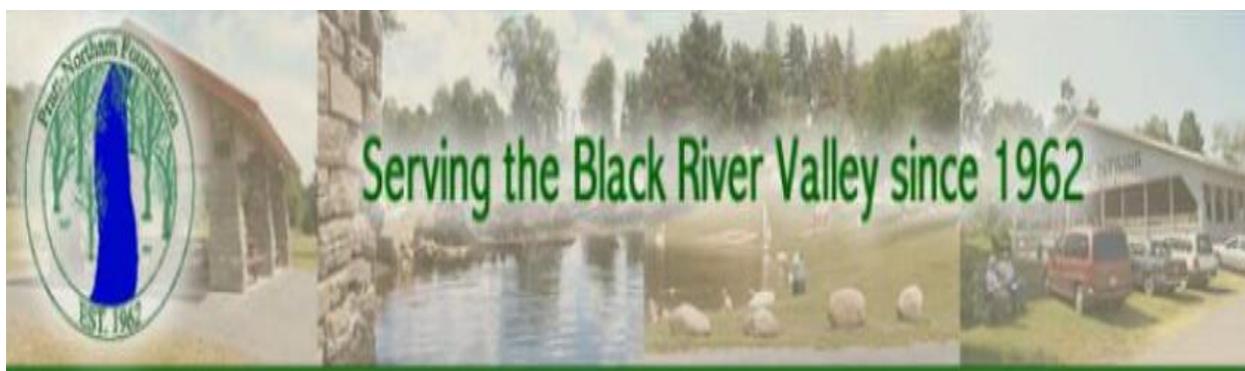


PRATT-NORTHAM FOUNDATION



Board of Directors Orientation Manual

PRATT-NORTHAM FOUNDATION

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PRATT-NORTHAM FOUNDATION

Organization Information

- **Description and Legal Status**

The Pratt-Northam Foundation is named for the late C. Walter Pratt of Boonville, New York and his cousin, the late Miss Hazel Northam of Brooklyn, New York. It was established by Miss Northam in 1962 and has been perpetuated under the terms of her will.

The Pratt-Northam Foundation is a Non-Operating Private Foundation, designated as an organization exempt from income tax under IRS Section 501(c)(3).

As a Non-Operating Private Foundation, the Pratt-Northam Foundation's principal function is to provide grants to other entities for charitable or other exempt purposes. Their funds are derived from the investment of the original endowment, and it does not generate any funds from activities or outside donations.

- **History and Timeline**

C. Walter Pratt was the ninth and last generation in a line dating back to Lieutenant William and Elizabeth Clark Pratt. He was the son and only child of Charles Walter Pratt and Julia Northam Pratt. Named after his father, C. Walter Pratt was born March 6, 1888 in Boonville, New York. After his discharge for the military, Mr. Pratt returned to the Black River Valley area to join his father in the management of the Island Mill in Carthage, the Moyer & Pratt mill in Lyonsdale, the Deer River Power Company in Copenhagen and the family's extensive timber tracts in the Adirondacks. A lifelong bachelor, C. Walter Pratt died June 13, 1961, at his home in Boonville.

His father, Charles W. Pratt, was the son and only child of Cyrus W. Pratt and Harriest Coffey Pratt. During his life, Charles W. Pratt acquired large tracts of land in the Adirondacks and Vermont, from which he shipped spars to New York City. With Gordias H. P. Gould, of Lyons Falls, and John E. Haberer, of Lowville, Mr. Pratt formed the Gould Paper Company, Lyons Falls in 1892. Mr. Pratt also owned the Island Paper Company, Carthage, which was incorporated November 16, 1898. The Island Paper Company purchased the Deer River Power Company plant, which was built in about 1909. In about 1911. Mr. Pratt and John E. Moyer formed a corporation, Moyer & Pratt, for the manufacture of paper at Lyonsdale, New York on February 14, 1923. Charles W. Pratt died on April 2, 1934 at his home on Schuyler Street, Boonville, at the age of 79.

Hazel Northam was born December 11, 1887, in Watertown, New York, daughter of Wallace and Margaret Frazier Northam. After attending the Simmons School of Embalming and Mortuary Science in Syracuse, she became associated with her father and the late Charles Fox in the undertaking firm of Northam and Fox, Watertown. After moving to Brooklyn, Miss Northam worked for the Walter B. Cook Funeral Home, Inc. After C. Walter Pratt's death, the State of New York declared Miss Northam the sole heir of the estate of her cousin.

PRATT-NORTHAM FOUNDATION

Organization Information

- **Mission, Values and Vision**

Mission Statement

The Pratt Northam Foundation is a private foundation that seeks to be a catalyst to projects that improve the quality of life in the communities of the Black River Valley from Boonville to Carthage. The Foundation provides financial support to not-for-profit organizations and government agencies through a grant process.

Values

The Foundation values projects and opportunities for young people and also considers other innovative initiatives.

The Foundation values initiatives that have broad community support and substantial matching funds.

Vision

- **By-Laws**

See Attachment #1

PRATT-NORTHAM FOUNDATION

Organization Information

- Programs and Services

Workerships

The Workership Program provides 300 hours of summer employment at minimum wage for students accepted and enrolled in an undergraduate or graduate academic program at a two-year or four-year college for the following Fall semester.

When the Workership Program was proposed in 1981 by Donald Exford, Coordinator of the Lewis County Youth Board, the program was designed to meet two goals:

1. Serve the needs of more college students than the previous scholarship program, and
2. Provide job experience related to the college student's area of study in preparation for career employment.

The program was intended to serve students from middle-class families, who typically were not eligible for government supported summer work programs. Further, the program was planned to fill the need for summer help for local nonprofit and government programs serving youth. Workership positions were not intended to replace permanent or part-time positions already filled. But instead, workership positions were to be new positions completing work that traditionally would not get done.

Summer Recreation Program

Beginning in the summer of 2009, the Foundation invited government and not-for-profit organizations that provide summer recreation programming for children and young people to apply for a Summer Recreation Program Grant.

Summer Recreation Program Grant monies may be used to fund any aspect of a program: staff salaries and benefits, rental of equipment, supplies, transportation, etc. A Pratt Northam summer recreation grant should fund summer programming that would not be provided without the grant. A recreation grant program request may not exceed 20% of a program's total summer program budget and it is expected that a grant request would not exceed \$5 per student served by the program.

For more information on the Workership and Summer Recreation Programs go to:

<http://prattnortham.org/syp.html>

- **Programs and Services** (cont'd)

Youth Advisory Councils

The purpose for a Pratt Northam sponsored Youth Advisory Council (YAC) is to allow a committee (board) of students from grades 9, 10, 11, and 12 to make decisions for funding creative ideas proposed by their board and peers.

The first council was established at Lowville Academy and Central School in the 2000 - 2001 school year. The success of that council provided both inspiration and model for others that followed. Carthage Central School started its YAC in 2001 - 2002. Beaver River Central, South Lewis Central, Copenhagen Central, Harrisville Central and Adirondack Central have followed in subsequent years.

The Foundation's goals when establishing a YAC are:

- To encourage creative thinking
- To fund projects proposed by young people that benefit their community
- To establish a practice of philanthropy while promoting volunteerism and service

The Foundation hosts a conference each school year for the purpose of building a community of youth gathered from throughout the region that benefit from sharing their philanthropic activities with each other.

For more information on the Youth Advocacy Council Programs go to:

<http://prattnortham.org/youthac.html>

Donald Exford Community Service Award

This award is presented in the spring of each year to a community member living in the area between Boonville in the south and Carthage in the north. The Pratt Northam Foundation offers this award in memory of Donald Exford, its first Executive Director. A financial award of \$1,000, along with an appropriate symbol (certificate, statuette, etc.) of the award, is given to a person that represents the dedication to continuous community improvement over a significant period of one's lifetime, as Donald Exford dedicated his life's work to the communities served by the Pratt Northam Foundation. The award will be presented at an event in the recipient's community during the Spring each year.

Directors of the Foundation at a regular or special meeting held between Jan. 1 and Feb. 28 each year submit nominations for the award to the full Board of Directors. All nominations and discussion of nominations remain confidential. Only a Director of the Pratt Northam Foundation may submit a nomination. Directors consult with other people in the community to prepare a nomination.

PRATT-NORTHAM FOUNDATION

Board of Director's Information

- Board Duties and Structure

Duties of the Board of Directors

The property, affairs, and management of the Foundation shall be vested in and controlled by a Board of Directors ("Board"). There shall be such number of directors as may be established from time to time by the Board. In no event shall there be fewer than three (3) or more than fifteen (15) directors.

Election and Term

Directors shall be elected at the annual meeting of the Board, by a plurality of the votes cast. Each Director shall hold office from the time of his or her election until the next annual meeting of the Board.

See Attachment #2 for the listing of current Board of Directors.

Meeting Schedule

Board meetings are held quarterly on the last Wednesday of February, June, August and October. Except for the August meeting, board meetings are held from 12:00 – 2:00, to include lunch.

Board packets will be made, and distributed, prior to each board meeting. The packets shall include; an Agenda, Financial Reports, the Executive Director's Report and individual Grant Applications.

Officers

The officers of the Foundation shall be the President, one or more Vice-Presidents, a Secretary and a Treasurer. There may be such other officers as the needs of the Foundation may, from time to time, require. Each office shall have such powers as may be assigned by the Board.

- **Board Activities**

Grant Applications

One of the principal responsibilities of the Foundation's Board of Directors is the review and consideration of applications from community and governmental organizations for financial assistance. Grant applications are only considered as part of a regularly scheduled board meeting. Criteria used for the evaluation and potential approval of grant applications are:

- The Foundation focuses on projects and opportunities for young people, and also considers other innovative initiatives.
- The Foundation focuses on initiatives that have broad community support and can demonstrate substantial matching funds.

Committees

Standing Committees

- **Finance**
The Finance Committee is responsible for reviewing and providing guidance for the organization's financial matters. Specifically, the committee assures internal controls, financial analysis for the organization and guidance and recommendations on the foundation's investment program. This committee is chaired by the Board Treasurer.
- **Youth Advocacy Councils**
The Youth Advocacy Council committee is responsible for reviewing and providing guidance to the YAC's. Specifically, the committee members attend meetings of assigned YAC's and report to the board on activities, endeavors and obstacles of the groups. There is no specific chairman.
- **Maple Ridge Committee**
The Maple Ridge Committee is reviews the progress of the Maple Ridge project and makes recommendations to the full Board for action when necessary.
- **Workerships/Summer Recreation**
The Workerships/Summer Recreation committee is responsible for reviewing and providing guidance for these programs. Specifically, to establish the eligibility criteria, review applications and assure that the programs fulfill the desired outcomes.

- **Standards of Practice**

Conflict of Interest

The Pratt-Northam Foundation encourages board members to play an active role in the community by being involved with a wide spectrum of community and nonprofit organizations. This means that, from time to time, potential conflicts of interest or appearance of such conflicts will inevitably arise. It is the foundation's policy to deal with such conflicts as openly as possible.

Conflicting involvements include, but are not limited to, the following:

- Foundation board members serving as a board member of applicant organization.
- Immediate family members of Foundation board members serving on applicant organization.
- Foundation members or their immediate families being employed or doing business with applicant organization.

In the case of such conflicts or the appearance thereof, Foundation board members are expected to disclose the conflict prior to making any grant related decisions. Once such a disclosure is made, the remaining board members will determine if there is a potential conflict of interest. Should it be determined, the board member involved shall abstain from voting and shall not participate in the discussions of the applicant organization other than to provide information of a technical nature or answer specific questions that may be raised by the other board members.

In cases where the Foundation's board of directors decides to award a grant to an organization and one or more of the Foundation's board members abstain from voting as a result of conflict of interest or the appearance thereof, such grants and board members will be identified in the official minutes of the meeting.

Operating Official

An Executive Director is employed as a consultant to the Board of Directors to manage the daily operations of the Pratt-Northam Foundation. In addition to administrative activities of the foundation, the Executive Director works with local human services agencies, not-for-profit corporations, cultural and recreational organizations in seeking out avenues through which the Foundation could assist these organizations to promote and provide community benefits, in keeping within the philosophy and mission of the Foundation.

PRATT-NORTHAM FOUNDATION

Financial Information

- Current Approved Budget

REVENUES

- Interest Income	\$	50,000.00
- Dividend Income		75,000.00
- Capital Gains Income		<u>150,000.00</u>
	\$	275,000.00

EXPENSES

Facilities

- Water Fees	\$	1,400.00
- Office Rental		3,000.00

Administrative Services

- Administrative Consultant		10,400.00
- Accounting Services		4,000.00
- Investment Management Services		23,200.00

Operational

- Postage & Office Supplies		1,200.00
- Advertisements		1,000.00
- Meetings & Events		1,500.00

Fees & taxes

- NYS Charities Registration		300.00
- Federal Excise Taxes		7,500.00

Discretionary

- Workerships & Summer Rec.		130,000.00
- Youth Advisory Councils		20,000.00
- Exford Comm. Service Award		1,500.00
- Discretionary Awards & Grant		<u>70,000.00</u>
	\$	275,000.00

- **Qualifying Distributions**

To maintain its Tax-exempt status, and to avoid penalties under IRS Section 4942, a private foundation must make “*Qualifying Distributions*” in an amount equal to or greater than the “*Distributable Amount*” before the end of the succeeding year.

A foundation’s “*Distributable Amount*” is 5% of the “*Fair Market Value*” of the foundation’s investment assets. The “*Fair Market Value*” of a foundation’s investment assets is the average market value of securities on a monthly basis.

A foundation’s “*Qualifying Distributions*” include amounts paid to charitable, religious, educational or other exempt purposes, and reasonable and necessary administrative expenses of the foundation’s charitable purpose.

A 15% excise tax is imposed if there is a shortfall between the “*Distributable Amount*” and the “*Qualifying Distributions*” for a tax year – known as its “*Undistributed Income*”. If the “*Qualifying Distributions*” exceeds the required “*Distributable Amount*”, the excess can be carried forward over a five year period to offset the “*Distributable Amount*” in succeeding years.

Example:

Average “ <i>Fair Market Value</i> ” of the foundation’s investments for a year-	\$ 5,500.000
“ <i>Distributable Amount</i> ” (is equal to 5% of the Fair Market Value)	\$ 275,000
“ <i>Qualifying Distributions</i> ” (must equal or exceed the Distributable Amount)-	\$ 275,000

ATTACHMENT #1

By-Laws of the Pratt-Northam Foundation

ARTICLE 1

Name and Purposes

Section 1 – **Name:** This Foundation shall be known as THE PRATT-NORTHAM FOUNDATION.

Section 2 – **Purposes:** The purposes of the Foundation shall be: To receive and administer property exclusively for religious, charitable, scientific, literary or educational purposes; to expend, contribute, disperse and otherwise handle and dispose of such property for these purposes, either directly or by contribution to other agencies, organizations or institutions organized for the same or similar purposes; and to that end to take and hold by gift, bequest, devise, purchase or lease, either absolutely or in trust, any property, real or personal; to give, sell, convey, lease, invest or otherwise administer or dispose of the same; all of which shall be for the public good and welfare; and no earning from such property shall inure to the benefit of any private member or individual, nor shall the activities of the corporation consist of the carrying on of propaganda or otherwise attempting to influence legislation or of participating in or intervening in (including the publishing and distributing of statements) any political campaign on behalf of any candidate for public office.

Section 3 – **Primary Territory:** The Territory in which its operations are primarily to be conducted is the State of New York and particularly the Northern and Adirondack sections of the State of New York.

Article II

Directors

Section 1 – **Duties and Number of Directors:** The property, affairs, and management of the Foundation shall be vested in and controlled by a Board of Directors (“Board”). There shall be such number of directors as may be established from time to time by the Board. In no event shall there be fewer than three (3) or more than fifteen (15) directors.

Section 2 – **Election and Term:** Directors shall be elected at the annual meeting of the Board, by a plurality of the votes cast. Each Director shall hold office from the time of his or her election until the next annual meeting of the Board.

- **By Laws** Article II (cont'd)

Section 3 – **Removal and Vacancies:** Each Director shall be subject to removal before the expiration of his or her term by vote of a majority of the Board. Vacancies on the Board occurring between annual meetings, for any reason whatsoever, shall be filled for the unexpired term by a majority vote of the remaining Directors.

Section 4 – **Meetings:** Annual Meetings of the Board shall be held in May or June as determined each year by the Board. Other meetings may be held at any time and place specified by the President. The President or Secretary also shall call a meeting whenever requested to do so in writing by a majority of the Board. The President, or in the President's absence any Director designated by the Board, shall preside at all meetings of the Board.

Section 5 – **Notice and Quorum:** Notice of each meeting of the Board shall be given by the President or the Secretary to each member of the Board, not less than three days before the meeting. A majority of the Board shall constitute a quorum and may decide any question that comes before the meeting. Any Director may waive notice of any meeting of the Board.

Section 6 – **Consent without a Meeting:** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or the Committee.

Section 7 – **Participation without Physical Presence:** Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by means shall constitute presence in person at a meeting.

Article III

Officers

Section 1 – **Officers Enumerated:** The officers of the Foundation shall be the President, one or more Vice-Presidents, a Secretary and a Treasurer. There may be such other officers as the needs of the Foundation may, from time to time, require. Each office shall have such powers as may be assigned by the Board.

Section 2 – **Elections and Appointments:** The officers shall be elected annually by the Board at its annual meeting. The Board may appoint other officers at any time by resolution. Any person may hold more than one office at any time by resolution. Any person may hold more than one office except that the same person may not be both President and Secretary.

- **By Laws Article III (cont'd)**

Section 3 – **Term of Office:** All officers shall serve for one year or until the next annual election of directors, except that the Board may remove any officer, at its pleasure, by a majority vote of the entire Board.

Section 4 – **President:** The President shall be chosen from the members of the Board and shall preside at all meetings of the Board, if present.

Article IV

Indemnification of Directors

Section 1 – **Indemnification:** Each and every director of this Foundation, including a person who has been a director and whose term of office has expired, shall be indemnified by the Foundation against any and all expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a director of the Foundation, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties as director. Such right of indemnification shall not be deemed exclusive of any other rights to which he or she may be entitled under any by-laws, agreement, vote of directors or otherwise.

Section 2 – **Effective Date:** This amended set of By-laws shall be effective, upon approval of the Board, as of May 14, 1993.

ATTACHMENT #2

Board of Directors of the Pratt-Northam Foundation

Officers

<u>Name</u>	<u>Occupation</u>	<u>Home Address</u>		<u>Home Phone</u>	<u>Work Phone</u>	<u>Email</u>
Randall Schell, President	Supervisor - Town of Lowville	4594 Arthur Road	Lowville, NY 13367	(315) 376-7787	(315) 376-8070	rschell@centralny.twcbc.com
Donna Loucks V-President	Realtor	PO Box 143	Castorland, NY 13620	(315) 376-3895	(315) 377-3113	dloucks2@twcny.rr.com
Thomas R. Sauter, Treasurer	Deputy Exec. Dir. - DANC	32 Bridge Street	Carthage, NY 13619	(315) 493-4852	(315) 785-2593	tsauter@danc.org
James Randall, Secretary	Countryside Veterinary	5449 Trinity Ave.	Lowville, NY 13367		(315) 376-7375	jarandall@aol.com

Board Members

Gordon Allen	Retired - Newspaper Editor	7206 Bluebird Lane	Lowville, NY 13367	(315) 376-2420		jrnled@mac.com
George J. (Joe) Getman	Attorney - Community Bank	7856 Cahill Road	Manlius, NY 13104	(315) 682-5328	(315) 445-7308	sgetman@twcny.rr.com
Roy Hammecker	Retired – Pharmacist	5525 Greig Rd	Glenfield, NY 13343	(315) 348-8379		rhammecker@twcny.rr.com
Sally Jackson	Retired	PO Box 25	Boonville, NY 13309	(315) 942-6518		dhjfurn@yahoo.com
Catherine Liendecker	Mayor – Lyons Falls	PO Box 235	Lyons Falls, NY 13368	(315) 348-8744		pliendec@twcny.rr.com
Christopher A. Lorence	PR & Marketing	PO Box 212	Carthage, NY 13619	(315) 493-1037	(315) 783-2539	clorence@twcny.rr.com
John McHugh						
Randolph M. Myers	Business Manager – BRCS	PO Box 242	Turin, NY 13473	(315) 348-6594	(315) 346-1211	rmyers@brcsd.org
Christina J. Schneider	Controller – Purcell Const.	8765 Mattis Road	Lowville, NY 13367	(315) 376-9972	(315) 782-1050	tina@purcellconstruction.com
Jared Thisse						
JoAnn Ventura	Retired – Educator	115 Schuyler Street	Boonville, NY 13309	(315) 942-5370		rvjv709@aol.com

Administration

Thomas J. Yousey, II	Executive Director	5312 Kamryn Rd	Lowville, NY 13367	(315) 376-7633		ttlyousey@frontiernet.net
Pratt Northam Office	PO Box 104	7421 East Road	Lowville, NY 13367		Office: (315) 771-9889	prattnortham@frontier.com

Website: <http://www.prattnortham.org>

