

FRANKLIN COUNTY COMMUNITY FOUNDATION

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BYLAWS

ARTICLE I - NAME

The name of this charitable organization shall be Franklin County Community Foundation, an unincorporated body existing in the State of Kansas.

ARTICLE II - PURPOSE

The purpose of this organization shall be to strengthen and promote community philanthropy in the County of Franklin and throughout eastern Kansas, without geographic limits.

ARTICLE III - MEMBERSHIP

Franklin County Community Foundation is designed to encourage charitable, educational and benevolent giving within its geographic territory through dealing with public charities under Section 501(c)(3) of the Internal Revenue Code, or any successor statute. This organization is an affiliate of the Greater Kansas City Community Foundation, whose purposes mirror the purposes of the Franklin County Community Foundation.

Franklin County Community Foundation does not have a membership and limits its acts to charitable, educational and benevolent activities authorized only by vote of the Board of Directors. This organization shall not discriminate in its policies and practices, or in any function performed by it on the basis of race, color, national origin, religious belief, age, disability or sexual orientation.

ARTICLE IV - ANNUAL MEETING

An annual meeting of the directors shall be held each year at such time and place within the State of Kansas, as the Board of Directors shall determine. At such meeting, the President and the

Treasurer shall report on the activities and finances of the organization. The Board of Directors shall organize itself by the election of officers to serve for an annual term. Such other business may be conducted at said annual meeting.

ARTICLE V - SPECIAL MEETINGS

The President or a majority of the Board of Directors may call special meetings. A request for a special meeting may be called upon written request of not less than three of the elected members of the Board of Directors if delivered not less than three (3) days prior to the meeting date as requested. Service of notice of such a meeting shall be by email and a written copy shall be filed with the Secretary of the organization. Except as otherwise provided by law or these bylaws, a majority of the number of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting.

ARTICLE VI - OFFICERS

The officers of the organization shall be a President, a Vice-President, Secretary and Treasurer. These officers shall perform the duties prescribed by these Bylaws.

a. **PRESIDENT.** The President shall present at meetings of the Board of Directors a report of the condition of the business and activities of the organization. All contracts and agreements shall be signed by the President. The President shall be the chief executive officer and shall have general supervision and management of the organization subject to the bylaws and the control of the Board of Directors. The President shall enforce these Bylaws and perform all the duties incident to the position and office, and which are required by law and perform all duties delegated by the Board of Directors. The President shall preside at each regular or special meeting of the Board of Directors.

b. **VICE-PRESIDENT.** The Vice-President shall perform all the duties of the President in the absence or disability of the President. The Vice-President shall perform such other duties as may be assigned to him by the Board of Directors.

c. **SECRETARY.** The Secretary shall record minutes of the meetings of the organization. The Secretary shall keep a register of the address of each Director, which shall be furnished to the Secretary by each director and which shall be sufficient for the notice of meetings.

d. **TREASURER.** The Treasurer shall have general custody and charge of all the funds of the organization subject to the control of the Board of Directors. All receipts shall be promptly deposited in a bank, trust company or other depositories as approved by the Board of Directors, and all disbursements shall be by check and only on order from the Board of Directors or in accordance with approved practices authorized by the Board of Directors. The Treasurer shall not have control over any donor directed funds which are donated and directed to or for the benefit of beneficiaries. Such donated and directed funds shall be only withdrawn by majority vote of the Board of Directors made and given while engaged in a meeting of the Board of Directors which has legally been called to order. The Treasurer shall keep records of the financial status of the organization. The Treasurer shall perform all duties incident to the Office of Treasurer, and such other duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE VII - TERMS OF OFFICE

Officers shall serve for three years, or until their successors are elected, and their term of office shall begin at the close of the annual meetings during the year at which each is elected.

Officers may serve no more than two consecutive terms in the same office. Only Directors may serve as Officers of the organization. The Officers and Directors shall not receive compensation for service as a Director.

ARTICLE VIII - BOARD OF DIRECTORS AND THEIR DUTIES

1. **ELIGIBILITY.** Each Director shall be an individual who has the potential and capacity of advancing the mission of this organization.

2. **NUMBER.** The affairs and business of the organization shall be managed by the Board of Directors, initially consisting of not less than nine (9) and not more than fifteen (15), nominated by a committee selected by the Board of Directors, not more than five (5) of whom shall be designated to serve for a period of one (1) year, five (5) of whom shall be designated to serve a period of two (2) years, and five (5) of whom shall be designated to serve a period of three (3) years. At the end of each year thereafter, five (5) directors shall be elected for a period of three (3) years. The number of Directors prescribed herein may, at any time, be increased or decreased by amendment of these Bylaws. No decrease in number shall have the effect of shortening the term of an incumbent Director. Each Director shall serve until a successor has been elected; provided however, no individual shall be eligible to serve more than a total of six (6) consecutive years.

3. **A NOMINATING COMMITTEE APPOINTED BY THE PRESIDENT OF THE ORGANIZATION EACH YEAR SHALL NOMINATE THE DIRECTORS.** The committee shall consist of at least three(3) who shall be Directors of the organization. The Committee shall nominate each year one replacement for each vacancy on the Board of Directors. Any voting Director upon the second of another voting member may nominate other individuals for election to the Board of Directors at the annual meeting.

4. **UNEXPIRED TERMS.** Vacancies arising during the year shall be filled as soon as possible by appointment by the Board of Directors for the unexpired term being filled.

5. **DUTIES.** The Board of Directors shall have control and general management of the affairs and policies of the organization, and the Directors may adopt such rules and regulations for the conduct of their meetings and the management of the organization as they may deem proper, so long as such actions are not inconsistent with these Bylaws and the laws of Kansas.

6. **THE BOARD OF DIRECTORS MAY DELEGATE BY RESOLUTION THE GENERAL OPERATING DECISIONS TO AN EXECUTIVE COMMITTEE.** The Executive Committee may be empowered by the Board of Directors to approve budgeted expenditures for which funds are available without board action. The Board of Directors must approve expenditures of an unusual or non-budgeted nature. The President may manage the daily operations and may be delegated the responsibility for coordinating the implementation of the Directors' policies and projects.

ARTICLE IX - MEETINGS OF THE DIRECTORS

1. **REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held as determined by the Board of Directors. The place of such regular meetings shall be a suitable place as determined by the Board of Directors. The Board of Directors may provide by resolution the time and place, within the State of Kansas, for the holding of regular meetings without other notice of such resolution.

2. **SPECIAL MEETINGS.** All Director meetings, excluding the annual meeting, may be held in-person, via telephone, video conference, or a combination thereof.

3. **MEETING BY TELEPHONE OR ALTERNATIVE DEVICES OF TECHNOLOGY.** Members of the Board of Directors or any committee designated by such Board may participate in a meeting

by means of conference telephone or alternate devices of technology, by means of which all persons participating in the meeting can communicate with one another, and such participation in a meeting shall constitute the presence in person at the meeting.

4. **NOTICE OF A SPECIAL MEETING.** Notice of a special meeting shall be given at least three days prior thereto, to each Director at the respective address of the director as listed with the Secretary of this organization. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of waiver of such meeting.

5. **DIRECTORS SHALL SERVE WITHOUT COMPENSATION OR OTHER FORMS OF REMUNERATION.** By resolution of the Board of Directors, members may be reimbursed for their expenses incurred in the performance of their duties as Directors. Any such reimbursement must be approved by the Board of Directors.

6. **ACTION WITHOUT A MEETING.** Any action required by the laws of Kansas or these Bylaws to be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all of the Directors. Such action shall be effective upon the signature of the last Director so signing unless otherwise provided. Such consent shall have the same force and effect as a unanimous consent of the Board of Direction taken at a meeting of the Board and may be described as such.

7. **QUORUM.** Except as otherwise provided by law or by these Bylaws, a majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the

Board of Directors.

ARTICLE X - COMMITTEES

The Board of Directors may designate such committees as it deems necessary to carry on the business of the organization. Committees shall have such authority as designated by the Board of Directors. Committee members shall be Directors only.

ARTICLE XI - AMENDMENT

These Bylaws can be amended, added to, or repealed at any time by two-thirds vote of the Directors.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which said rules are applicable and not inconsistent with these Bylaws and other special rules of order which the Board of Directors may adopt.

ARTICLE XIII - DISSOLUTION

This organization shall use its funds only to accomplish the objects and purposes for which these Bylaws specify and no part of said funds shall inure or be distributed to the individual Directors. On dissolution of the organization, any funds remaining shall be distributed to one or more regularly organized and qualified 501(c)(3) charitable, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XIV - INDEMNIFICATION

The organization shall indemnify each person (and the heirs and legal representatives of such person) who is or was a director or officer of the Franklin County Community Foundation:

- a. who served in any capacity at the request of the organization against any and

all liability and expense actually and reasonably incurred by such person;

b. in connection with or resulting from any claim, action, suit, or proceeding (whether brought by or in the right of the organization), civil, criminal, administrative or investigative, or threat thereof, or in connection with an appeal relating thereto;

c. in which such person may become involved as a party or otherwise by reason of such person being or having been such Director, officer, or authorized representative, or by reason of any past or future action or omission (including those antedating the adoption of the Bylaws) by such person in such capacity, whether or not such person continues to be such at the time such liability or expense is incurred;

d. provided such person has not been shown to have failed to exercise good faith in which such person reasonably believed to be the best interest of the organization;

e. and in addition, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was lawful;

f. to the extent that such Director, officer or authorized representative has been successful on the merits or otherwise with respect to any claim, action, suit or proceeding;

g. such person shall be indemnified against any and all liability and expense actually and reasonably incurred by him in connection therewith;

h. LIABILITY/EXPENSE. The terms "liability" and "expense" shall include, but not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or in behalf of a Director, officer or authorized representative;

i. SETTLEMENTS. The termination of any claim, action, suit, or proceeding or

threat thereof, by judgment, or order settlement (whether with or without court approval) or conviction, or upon a plea of guilty or of nolo contendere or its equivalent shall not of itself create a presumption that a Director, provider or authorized representative did not meet the standards of conduct set forth above;

j. DEFENSE. The organization may advance expenses to, or where appropriate may itself at its expense, undertake the defense of every such person prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount, unless it shall ultimately be determined that the recipient is entitled to indemnification under this section;

k. DETERMINATION. Any indemnification hereunder (unless ordered by a court) shall be made at the discretion of the organization, but only as authorized in the specific case upon a determination that indemnification of such person is proper in the circumstances because it has not been shown such person failed to meet the applicable standard of conduct set forth above. Such determination shall be made first by the Board of Directors by a majority vote of quorum consisting of Directors who were not parties to such claim, action, suit or proceeding or second if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion selected by the Board of Directors;

l. RIGHT OF INDEMNIFICATION. The rights of indemnification provided by this Article shall be in addition to any rights to which such person concerned may otherwise be entitled by contract or under any agreement, as a matter of law, vote or otherwise both as to action in his official capacity and as to action in another capacity while holding such office;

and irrespective of the provisions of these Bylaws, the Board of Directors may at any time and from time to time, approve indemnification of Directors, officers, or authorized representatives to the full extent permitted by the provisions of the statutes of the State of Kansas at the time in effect, whether on account of past or future transactions; and

m. CONFLICT OF INTEREST. No member of the Board of Directors shall participate in any decision or take any action affecting such member personally in a direct and material way or any organization by which such member is employed. Nothing shall restrict any Director from acting upon a matter that affects generally all members of the Board of Directors such as voting upon such matters of general levels of reimbursement for mileage or other expense related to service on the Board of Directors. When recusing from participation for reasons of a conflict of interest, a Director shall state the conflict.

PASSED AND ADOPTED this _____ day of _____, 2016, by the Board of Directors.

President

Secretary