

**BYLAWS OF THE  
GRANT COUNTY COMMUNITY FOUNDATION, INCORPORATED**

**Adopted by the Board of Directors on June 14, 2017**

**ARTICLE I - MISSION**

The Grant County Community Foundation, Incorporated ("Corporation") enriches life in western Kansas by connecting people who care with causes that matter.

**ARTICLE II - MEMBERSHIP**

The Directors of the Corporation shall be members of the corporation for all purposes under the Kansas General Corporation Code.

**ARTICLE III - TERRITORY**

The Corporation shall serve as the community foundation for the residents of Grant County, Kansas and connecting counties in western Kansas.

**ARTICLE IV - FISCAL YEAR**

The fiscal year for the Corporation will be from January 1 to December 31.

**ARTILE V – BOARD OF DIRECTORS**

The management and control of activities of the Corporation shall be vested in the Board of Directors ("Board").

**Section 1. Number and Qualifications**

The Board of Directors shall consist of no less than Eight (8) directors and no more than Sixteen (16) directors who shall be elected by the Board at its annual meeting. The Board should represent community interest and other skills and knowledge as would be advantageous in carrying out the work of the Corporation.

**Section 2. Term**

Directors shall be elected for three (3) year terms. Directors shall be eligible for election to a maximum of three (3) full three (3) years terms. As closely as possible the Board will be divided into three classes so that the terms of no more than one-third of the members shall expire in one year. New terms shall begin on January 1<sup>st</sup>.

**Section 3. Vacancies**

Vacancies may be filled by the Board, by a vote of the Board, until the next annual meeting when the seat will be available for selection.

#### **Section 4. Attendance**

Board members not in attendance for more than 50% of Board meetings may be asked to resign from the Board.

#### **Section 5. Authority**

The Board shall have the power and control over the business of the Corporation and shall make rules, policies, and procedures so long as they are not inconsistent with the Articles of Incorporation, and these Bylaws.

The Board shall have the power to select new directors, to select the officers of the Board, to suspend or expel directors, to engage outside advisors or consultants whose assistance is desired, and to do all things which it may deem proper and expedient to carry out and promote the mission and goals of the Corporation.

### **ARTICLE VI – HONORARY MEMBERS**

#### **Section 1. Appointment -Term**

The Board of Directors may grant to a previous board member honorary status as defined by these Bylaws. If such status is granted by the Board, the term of such status shall continue until cancelled by the Board or by the honorary member.

#### **Section 2. Limitations of Honorary Membership**

Honorary members may attend board meetings, may participate in discussions, may be named to board committees, and may participate in board sponsored events. Honorary members shall not have the right to make motions, vote, hold office, or constitute as part of a quorum.

#### **Section 3. Obligations of an Honorary Member**

Honorary members shall abide by these Bylaws and all policies of the Corporation.

### **ARTICLE VII – OFFICERS**

#### **Section 1. Officers**

Officers shall be selected from the Board of Directors.

The Board shall select the following officers: Chairperson, Vice Chairperson, Secretary, Treasurer, and Training Officer. One person may serve two offices at one time, except that one person may not serve as Chairperson and Secretary at one time. The term of each office shall commence on January

1<sup>st</sup> each year. Selected officers will serve a term of one year and are eligible to serve more than one term.

## **Section 2. Chairperson**

The Chairperson shall preside at all meetings of the Board, shall have the power to call Special Meetings of the Board, shall have the power to appoint all committees, shall be an ex-officio member of all committees and shall in general perform all duties of the Chairperson of a not-for-profit corporation.

## **Section 3. Past Chairperson**

Each Chairperson, upon the successful completion of his or her term, shall continue to serve as an elected officer of the Corporation as Past Chairperson, and shall assist the current Chairperson whenever called upon to do so.

## **Section 4. Vice Chairperson**

The Vice Chairperson shall assist the Chairperson whenever called upon to do so and shall perform the work of the Chairperson whenever the Chairperson shall be unable by reason of absence or incapacity.

## **Section 5. Secretary**

The Secretary shall oversee the recording and keeping of the minutes of all meetings of the Board, shall have charge of all records, papers and other documents of the Corporation, shall keep an accurate list of the members and shall send out all notices required to be sent out under these Bylaws.

## **Section 6. Treasurer**

The Treasurer shall oversee the receipt and dispersal of all monies of the Corporation, shall oversee the keeping of accurate books of account, shall supervise planning of budgets for the Corporation, and shall make general and detailed reports when required by the Board, funding institutions and/or governmental authorities.

## **Section 7. Training Officer**

The Training Officer shall develop and administer educational programs as directed by the Board.

## **Section 8. Vacancies**

If the office of Chairperson becomes vacant between Annual Meetings, the Vice Chairperson shall assume the duties of Chairperson. If any other office, with the exception of Past Chairperson,

becomes vacant between Annual Meetings, the Chairperson shall appoint another board member to serve in that capacity for the remainder of said term.

### **ARTICLE VIII - EXECUTIVE DIRECTOR**

The Corporation may employ an Executive Director who shall be the chief administrative officer of the Corporation and who shall receive salary and other remuneration as may be fixed from time to time by the Board, and also shall fix the period and conditions of employment of said Executive Director and for the purposes of this article may enter into such contracts as may be necessary. The Executive Director shall have the duty and responsibility of implementing the policies established by the Board of Directors, supervising the day-to-day operations of the Corporation including hiring and supervising of all other personnel, assisting in the preparation of an annual budget and such other functions as the Board may determine.

### **ARTICLE IX- MEETINGS**

#### **Section 1. Meetings**

Meetings of the Board of Directors shall be held once each month at such time and place as determined by the Board. Board members who are unable to attend any meeting in person may be considered present if participating by conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other and the names of all the participants are divulged to all participants. Meetings may be cancelled or rescheduled as needed by the Board Chairperson.

#### **Section 2. Annual Meeting**

The Corporation shall hold an Annual Meeting each November for the purpose of selecting new directors, selecting officers and adopting an annual budget.

#### **Section 3. Special Meetings**

Special Meetings may be held at any time when called by the Chairperson or the majority of the Board.

#### **Section 4. Quorum**

One-half of the Board of Directors shall constitute a quorum. Passage of a motion requires a simple majority of the members present. In the absence of a quorum, no formal action shall be taken except to adjourn.

#### **Section 5. Notice of Meetings and Special Meetings**

Oral or written notice of the date, time, and place of each regular and special meeting of the Board of Directors shall be communicated and delivered by telephone, regular mail, or electronic means by the Secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Board of Directors at least five (5) days before the date of the meeting.

#### **Section 6. Waiver of Notice**

Notice may be waived in writing, signed by the director entitled to the notice, and filed with the minutes of the corporate records. Attendance at or participation in any meeting of the Corporation's Board of Directors shall constitute a waiver of notice of such meeting.

#### **Section 7. Action by Written Consent**

Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each director or all committee members, as the case may be, and such written consent in the minutes or filed with the corporate records reflecting the action taken.

### **ARTICLE X - LIABILITY & INDEMNIFICATION**

If a current or former director or officer of the Corporation is made a party to any civil or criminal action or proceeding in any manner arising from the performance by such director or officer of his or her duties for or on behalf of the Corporation, then, to the full extent permitted by law, the Corporation, upon an affirmative vote of the Board, a quorum being present at the time of the vote are not parties to the action or proceeding, shall:

- (1) Advance to such current or former director or officer all sums found by the Board to be necessary and appropriate to enable the director or officer to conduct his or her defense, or appeal, in the action or proceeding, and
- (2) Indemnify such current or former director or officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit for any sums advanced to the director or officer to clause (1) of this paragraph.

The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article and insurance protecting the Corporation's directors, officers, employees and other persons.

## **ARTICLE XI - COMMITTEES**

### **Section 1. Appointment**

The Chairperson shall appoint annually the chairpersons and members of all standing committees subject to limitations connected with the membership of the Executive Committee.

### **Section 2. Standing Committees**

The Standing Committees of the Corporation shall be as follows: Executive Committee, Governance Committee, Finance Committee, and Grant Committee.

### **Section 3. Executive Committee**

The Executive Committee shall consist of all officers of the Corporation. The Chairperson may invite others to attend an Executive Committee meeting and to participate in discussion on a non-voting basis.

The Executive Committee shall serve as the Audit Committee of the Corporation. It is authorized to select (or dismiss) external auditors, meet with external auditors to review annual audit reports and report all findings to the Board of Directors.

The Executive Committee shall have the full authority to act on behalf of the Board of Directors, except as limited by law, between regular meetings of the Board of Directors. All actions taken by the Executive Committee shall be reported to the Board of Directors at its next meeting.

### **Section 4. Governance Committee**

The Governance Committee oversees the adoption and revisions of the Bylaws and policies of the Corporation. Additionally, the Governance Committee shall oversee identification and recruitment of directors; submit a slate of directors and officers for election at the Corporation's annual meeting; identify board education and training opportunities; and generally ensure that the Corporation and its board are managing the Corporation in the best interests of the community and meeting its fiduciary responsibilities.

### **Section 5. Finance Committee**

The Finance Committee shall prepare and submit for Board approval annual budgets and implement investment policies as established by the Board of Directors. The Finance Committee shall be responsible for hiring, compensating and overseeing the work of the Corporation's investment managers and consultants.

To the extent possible, at least one member of the Finance Committee shall be a person with financial expertise. All members of the Finance Committee shall be independent and have no real or perceived conflicts of interest.

The Finance Committee shall be responsible for ensuring that a Whistleblower Policy is instituted. A confidential report of suspected financial or accounting misdeeds can be made directly to any officer, who will have no obligation to divulge the identity of the person raising the complaint to any other person employed by or associated with the Corporation.

#### **Section 6. Grant Committee**

The Grant Committee shall provide oversight of the policies, procedures and priorities of the Corporation's grant making program consistent with community needs and donor restrictions, including distributions from unrestricted, donor-advised, field-of-interest, designated and special purpose funds. All recommendations will be submitted to the Board of Directors which has final authority for approval of all charitable distributions.

#### **Section 7. Ad Hoc Committees**

The Chairperson may create on an ad hoc basis such additional special committees as deemed necessary and appoint the chairpersons and members of said committees.

#### **Section 8. Limitation of Committees**

No committee shall incur any obligations or liabilities of the Corporation without authority conferred upon it specifically to do so.

### **ARTICLE XII – RECEIPTS, CREATION & DISTRIBUTIONS OF FUNDS**

#### **Section 1. Receipts**

The Board may accept charitable contributions from individuals, corporations, partnerships, and estates in the form of cash, securities, real property, tangible assets, rents and royalties, and mineral rights in accordance with the gift acceptance policy.

#### **Section 2. Investments**

The Board will set investment and spending policies, engage or remove investment consultants, trustees, custodians, and agents, and oversee the investment of all funds according to any donor restrictions.

A donor may designate one or more trustees, custodians or agents to administer the investment of a gift. All gifts shall be subject to the powers of removal vested in the board.

### **Section 3. Donor Restrictions**

The Board may accept charitable gifts from donors which have restrictions regarding being classified as permanent endowments, or regarding the use of the funds to a particular charity or field of interest, as long as they are consistent with the purposes of the Corporation.

### **Section 4. Variance Clause**

The Board may modify any restriction or condition on the distribution of funds for any specialized charitable purpose or to specified organizations if, in the sole judgment of the Board, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment or inconsistent with charitable needs of the community.

### **Section 5. Distribution of Grants**

The Board shall from time-to-time approve the distributions of funds to other charitable entities qualified as tax-exempt under §501(c)(3) of the Internal Revenue Code or to publically exempt institutions under the State of Kansas to further the purposes of the Corporation and to make policies concerning the same. The Corporation may distribute funds to organizations not designated as §501(c)(3) organizations after a full expenditure responsibility review to validate that all funds will be used exclusively for charitable purposes.

## **ARTICLE VII – CONFLICTS OF INTEREST**

### **Section 1. Compensation**

No director shall receive any compensation for his or her services to the Corporation. No loan of Corporation funds shall be made to any Director, Officer, or Employee at any time.

### **Section 2. Conflicts and Related Parties**

Each member of the Board of Directors shall at least annually, report and certify that he or she has no business relationship or involvement which would cause benefit to inure to the director as a result of any payments made by the Corporation for services or products. If such a benefit does inure to a director, the details of such relationship and benefit shall be fully disclosed to the Board.



**ARTICLE VIII - AMENDMENTS**

These Bylaws may be amended by a two-thirds majority vote of the directors at any Annual Meeting or Special Meeting of the directors called for that purpose provided that written notice of the proposed amendment has been given at least fifteen (15) days in advance of said meeting.

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting secretary of the Grant County Community Foundation, Incorporated, a Kansas not-for-profit corporation; and
2. That the foregoing bylaws, consisting of nine pages, constitute the Bylaws of the said Corporation, as adopted at a meeting of members thereof duly called and held on June 14, 2017.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this on June 14, 2017.

Debbie Faulkner

Debbie Faulkner, Secretary

Approved by the Board of Directors of the Grant County Community Foundation, Incorporated on

June 14, 2017

Cynthia L. Davis

Cynthia L. Davis, Chairman