

**BYLAWS**  
Of  
**Garnett Community Foundation**

**ARTICLE I. NAME & DEFINITIONS**

The Garnett Community Foundation is a 501(c)(3) public charity which shall be referred to as the “Garnett Community Foundation” (hereinafter “Foundation” or “Board” or “GCF”).

**ARTICLE II. MISSION & VISION**

The Foundation’s mission is to inspire charitable giving for the enhancement of the Garnett area community. It is the vision of the Foundation to foster a thriving, inclusive community for future generations to call “home.”

**ARTICLE III. TERRITORY & OFFICE**

The Foundation shall serve the communities and residents of Garnett and Anderson County. The principal office of the Foundation shall be located in Garnett, Anderson County, Kansas with a mailing address of P.O.Box 285, Garnett, KS 66032

**ARTICLE IV. PUBLICITY**

The Board shall take such other action as it deems appropriate to make the Foundation and its purposes and activities known to the people of the Garnett area and to encourage contributions to the Foundation from a wide segment of the population of the Anderson County community area.

**ARTICLE V. BOARD MEMBERS**

**Section 1. Powers and Duties**

The Board shall have the general charge of the affairs, property, and assets of the Foundation. The management and control of the assets and activities of the Foundation shall be vested in the Foundation Board.

**Section 2. Number and Qualifications**

The board members should represent community interests and other skills, and knowledge as would be advantageous in carrying out the work of the community foundation. There are five (5) board members who serve on the Foundation board. Board members must be a resident of Anderson County.

**Section 3. Term**

Board members shall be appointed to a three (3) year term. Terms shall begin on the first day of the next fiscal year. Members are eligible for re-appointment. Upon recommendation from the Foundation board, new members are appointed by the City of Garnett and serve for a period of three (3) years. As closely as possible the Foundation board will be divided so that all terms do not expire in a single year.

#### Section 4. Vacancies

If in the event of a vacancy, community members who are interested in serving on the Foundation board should contact the Community Foundation Board for consideration. Upon recommendation from the Community Foundation Board, new members are appointed by the the Garnett City Commission.

#### Section 5. Authority

The Garnett Community Foundation Board acts independently of the city and does not require City Commissioner approval on the Foundation's actions. The Foundation Board shall have full power and control over all business and affairs of the Foundation and shall make such rules, regulations and policies with reference thereto as may be deemed necessary and which are not inconsistent with the provisions of the Articles of Incorporation (501c3 rules) and these By-laws.

The Foundation Board shall have the power to select new President, to elect officers of the foundation, to suspend or expel President, 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 Foundation.

#### Section 6. Reimbursement

Foundation Board members shall serve without compensation.

### **ARTICLE VI. OFFICERS**

#### Section 1. Officers

Officers shall be elected from the Foundation Board members. The Board shall elect the following officers: President, Vice President, Secretary, and Treasurer. One person may serve two offices at one time, except that one person may not serve as President and Secretary at the same time. The term of each office shall commence on January 1<sup>st</sup> of the next fiscal year. Elected officers will serve a term of one year and are eligible to serve for more than one term.

#### Section 2. President

The President shall preside at all meetings of the Board and shall have the power to call Special Meetings of the Foundation, shall (consistent with these By-laws) have the power to appoint all committees, shall be an ex-officio member of all committee, shall require timely and appropriate reports from all committees and officers and shall in general perform all duties of President of a 501c3 organization.

#### Section 3. Vice President

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

#### Section 4. Secretary

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

#### Section 5. Treasurer

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

#### Section 6. Vacancies

If the office of the President becomes vacant between meetings, the Vice President shall assume the duties of the President. If any other office becomes vacant between meetings, the President shall appoint another board member to serve in that capacity for the remainder of said term.

### **ARTICLE VII. FISCAL YEAR**

The fiscal year of the Foundation will be from January 1<sup>st</sup> to December 31<sup>st</sup>.

### **ARTICLE VIII. MEETINGS**

#### Section 1. Meetings

Meetings of the Foundation Board shall be held monthly, on the first Tuesday of each month. . Meeting locations may be adjusted as needed and as locations are available.

#### Section 2. Election of Officers

New officers will be selected at the first meeting of the new fiscal year.

#### Section 3. Special Meetings

Special meetings may be held at any time when called by the President or majority of Board members.

#### Section 4. Quorum

One-half of the Foundation board 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 the meeting to a subsequent date.

#### 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 Foundation Board shall be communicated and delivered by written or electronic means (telephone, text, emails, etc.) by the Secretary or President.

#### Section 6. Action by Written Consent

Any action required or permitted to be taken at any meeting of the Board , may be taken without a meeting if a written consent describing such action is signed by Board members, and

such written consent is included in the minutes of the Foundation records reflecting the action taken. The term “written consent” as used herein shall include but not limited to consent submitted by electronic mail or by telefacsimile transmission, delivered to the Chairperson and Secretary electronic mail address or telefacsimile number.

#### Section 7. Technology

To the extent permitted by law and these by-laws, business may be transacted by electronic communication or by mail, in which case a report of such action shall be made part of the minutes of the next meeting.

### **ARTICLE IX. COMMITTEES**

#### Section 1. General Committees

The Board and/or the President are given the power to form committees as needed for the Foundation’s purpose and work.

### **ARTICLE X. RECEIPTS & DISTRIBUTION 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 according with gift acceptance policy.

Beginning January 1<sup>st</sup>, 2024, all deposits will incur a 1% service fee. Any inactive/dormant accounts where no inflow or outflow of money has occurred in 365 consecutive calendar days will incur a 2% annual service fee (minimum of \$5) at every start of the Foundation’s fiscal year. Any account that remains inactive/dormant for a period of more than five (5) years will have all funds transferred to the Foundation’s account.

#### Section 2. Investments

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

All gifts shall be subject to the powers of removal vested in the Board.

#### Section 3. 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 Treasurer .

### **ARTICLE XI. AUDIT**

Section 1. An annual internal audit shall be conducted every year at the end of the fiscal year. Two current Board members, excluding the Treasurer, will audit the financial records from the previous fiscal year.

Section 2. An independent auditor appointed by the Foundation Board shall, at such time as the Board may determine, prepare for the Foundation a statement of financial condition setting forth the assets and liabilities of the Foundation, a statement of income, expenses, and distribution, a list of projects and/or organizations to and for which funds were used or distributed for charitable purpose. Copies of all audits, statements, reports and date delivered by the auditor to the Board shall be made available to all Foundation Board members.

## **ARTICLE XII. CONFLICTS OF INTEREST**

### Section 1. Compensation and Loans

No Foundation member shall receive any compensation for their service to the Foundation. No loan of Foundation funds shall be made to any member.

### Section 2. Conflicts and Related Parties

Each member of the Foundation Board shall, at least annually, report and certify that he or she has no business relationships or involvement which would cause benefit to inure as a result of any payments made by the Foundation for services and products.

## **ARTICLE XIII. GIFTS TO THE FOUNDATION**

### Section 1. General

Donors may make gifts to the Foundation by naming the Foundation, whether or not a Trustee, custodian, or agent is designated to receive the property contributed. Gifts shall vest in the Foundation upon receipt and acceptance by the Foundation.

### Section 2. Acceptance of Terms

Each donor by making a gift to the Foundation shall be deemed to have agreed to all terms of the Articles and these by-laws, and shall be further deemed to have agreed that the fund so created shall be subject to the provisions relating to the presumptions of the donors' intent.

### 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 Foundation.

### 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. Distributions 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 Foundation and to make policies concerning the same. The Foundation 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.

#### Section 6. Presumptions

Each fund of the Foundation shall be presumed to be intended (i.) to be used for charitable purposed, (ii.) to be productive of a reasonable return of net income over a reasonable period of time which is to be distributed at least annually and/or, if accumulated only in a reasonable amount for a reasonable period of time for a charitable purpose, and (iii.) to be used only for such purposes and in such manner as not to disqualify the gift from deduction as a charitable contribution, gift, or bequest in computing any federal income, gift, or estate tax of the donor of his/her estate and not to disqualify the Foundation from exemption from federal income tax as a qualified charitable organization as described in Section 501(c)3.

### **ARTICLE XIV. GENERAL PROVISIONS**

#### Section 1. Indemnification and Liability of Board members.

No person shall be liable to the Foundation for any loss, damage, liability or expenses suffered by it on account of any action taken or omitted to be taken by him/her while serving as a Foundation Board member.

#### Section 2. Absence of Personal Liability

The members of the Foundation Board are not individually or personally liable for the debts, liabilities, or obligations of the Foundation.

### **ARTICLE XV. AMENDMENTS**

These By-laws may be amended by a two-thirds majority vote of the Foundation Board at any regular or special meeting.