

CITY OF LEE'S SUMMIT COMMUNITY FOUNDATION

BYLAWS

ARTICLE I - NAME

This organization shall be known as the City of Lee's Summit Community Foundation (the Fund). The registered agent and registered office will be determined by a Resolution of the Board of Trustees.

ARTICLE II - STATEMENT OF PURPOSE

The mission of the Fund is to provide funding for special projects of interest to the Citizens of the City of Lee's Summit from the donations made to the Fund held by the Truman Heartland Community Foundation.

ARTICLE III - MEMBERSHIP

The Fund does not have members.

ARTICLE IV - THE BOARD OF TRUSTEES

Section 1. General Powers.

(a). All powers shall be exercised by or under the authority of, and the business and affairs of the Fund shall be managed under, the direction of the Board of Trustees.

(b). The Board of Trustees shall have all powers necessary to carry out the purpose described herein including but not limited to the authority to accept funds, services and goods by grant, donation, bequest, transfer or devise and to contract or otherwise provide for the acquisition of goods, and/or services and to construct or cause to be constructed improvements within the City consistent with the provisions herein.

(c). All such donations of funds, services, or goods whether by grant, donation, bequest, transfer or devise shall be used in accordance with the wishes or terms of the donation provided that those wishes or terms are not prohibited by law and are consistent with the general purpose of the fund.

Section 2. Number, Tenure, and Qualification.

The number of Trustees of the Fund shall be five (5). The Trustees shall be the individuals holding the following offices: The City Manager of the City of Lee's Summit, the Finance Director of the City of Lee's Summit, the Chief of Police of the City of Lee's Summit, the Fire Chief of the City of Lee's Summit and the City Attorney for the City of Lee's Summit. The Trustees shall elect from its membership annually, a Chairman, Vice-Chairman, and Secretary/Treasurer.

Section 3. Term.

A Trustee shall serve so long as he or she shall hold the office as described above.

Section 4. Ex-Officio Members.

The Board of Trustees may appoint such ex-officio members as it shall deem necessary for the proper exercise of its duties described herein. Ex-officio members are entitled to notice of, and attendance at, all meetings and shall have the right to speak at such meetings, but shall not have the right to vote.

Section 5. Initial Board.

The initial board shall be:

Steve Arbo, City Manager
Conrad Lamb, Finance Director
W. Travis Forbes, Police Chief
Rick Poeschl, Fire Chief
Brian Head, City Attorney

Section 6. Compensation. Directors as such shall not receive additional compensation of any kind for their services.

Section 7. Meetings.

Meetings of the Board of Trustees may be scheduled at such times and at such places as the Trustees deem appropriate and shall be conducted at least annually. The Chair may call a special meeting of the Trustees for any purpose upon notice being given at least two (2) days in advance of the meeting. A majority of the Board of Trustees shall constitute a quorum at any meeting of the Fund. Minutes shall be taken of the proceeding of the Board of Trustees. The Agenda for the annual meeting shall be as follows:

- (1) Call to order by the Chairman;
- (2) Approval of minutes of the preceding meeting;
- (3) Committee reports;
- (4) Reports of officers;

- (5) Any business;
- (6) Recognition of Directors who shall immediately assume office;
- (7) Election or appointment by current Directors of officers of the Corporation.

(a) Special Meetings.

Special meetings of the Board of Trustees may be called by the Chair of the Board, by the Vice-Chair, or by any two (2) Trustees. The person or persons who call a special meeting of the Board of Trustees may fix the place for holding such special meeting.

(b) Notice.

Notice of any special meeting shall be given in accordance with Chapter 610 RSMo. at least two (2) days before the meeting by written notice delivered personally, or by email, or fax to each Trustee at his business address, unless in case of emergency, the Chair or the Vice-Chair of the Board of Trustees shall prescribe a shorter notice to be given personally, or, by communicating to each Trustee at his email address, residence or business address in like manner. Any Trustee may waive notice of any meeting, before or after the meeting, as provided in these Bylaws.

(c) Manner of Acting.

The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. Such actions shall take the form of resolutions and shall be included in the corporate records of the Fund.

(d) Presumption of Assent.

A Trustee of the Fund who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 8. Conflict of Interest.

Any Trustee of the Fund who determines that he or she has a legal conflict of interest shall recuse him or herself from discussion and voting on any such issue. The Board of Trustees may authorize an ex officio member to participate and vote on any such issue for which a conflict has been declared. Conflict of interest shall be as defined in Article IX here in below.

Section 9. Delegation and Expenses.

(a) Any action required or permitted to be taken by the Board of Trustees under these Bylaws or any provision of law may be delegated by the Board to the Chair or to any committee of the Board.

(b) Committees may include as committee members persons from the community and other professionals who are not Board members, provided the membership of the committee is approved by the Board.

(c) Trustees may not be compensated for their roles as Trustees. No Trustee shall be employed or otherwise receive compensation from the Fund for their duties as Trustees.

Section 10. Voting Means.

Voting on all matters, including the election of Trustees and officers, shall be conducted in person. Proxy voting shall not be allowed.

Section 11. Reserved Powers.

The Board of Trustees shall be empowered to make any and all regulations, rules, policies, user agreements, terms of use, and other such decisions as may be necessary for the continued functioning of the Fund not inconsistent with these bylaws.

Section 12. Acceptance of Trusteeship.

Any person wishing to serve as a Trustee described herein shall first review a copy of these by-laws and shall accept the duties and responsibilities included herein in writing.

ARTICLE V - OFFICERS AND DUTIES

Section 1. Number.

The Board of Trustees shall elect from among its members a Chair and a Vice-Chair. The Board of Trustees shall also elect a Secretary/Treasurer, who may be, but need not be, a Trustee.

(a) CHAIR.

The Chair shall, when present, preside at all meetings of the Board of Trustees. The Chair shall have general supervision of the affairs of the corporation and shall make reports to the Board of Trustees at meetings and other times as necessary to keep Trustees informed of corporation activities. The Chair may sign, with the Secretary or any other proper officer of the Fund thereunto authorized by the Board of Trustees, any deeds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in

cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these bylaws to some other officer or agent of the Fund, or shall be required by law to be otherwise signed or executed. The Chair shall, in general, perform all duties as from time-to-time may be assigned to them by the Board of Trustees.

(b) **VICE-CHAIR.**

The Vice-Chair shall perform the duties and have the powers of the Chair when the Chair is absent or unable to perform their duties. Other duties of the Vice-Chair may be designated by the Board of Trustees or the Chair.

(c) **SECRETARY/TREASURER.**

The Secretary/Treasurer shall keep accurate records of all Fund meetings; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; maintain corporate records; shall request and accept reports from the Truman Heartland Community Foundation (THCF) who shall be the custodian of funds held in the name of the City of Lee's Summit Community Foundation; and shall promptly notify the THCF of decisions of the Board of Trustees.

Section 2. Term.

These officers shall be elected for one (1) year terms of office by majority vote of the entire Board and may be re-elected at the expiration of their term.

Section 3. Removal.

Any Officer may be removed from such office by a majority of the entire Board of Trustees whenever, in its judgment, the best interests of the Fund would be served thereby.

Section 4. Vacancies.

A vacancy, however occurring, in any office, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. Resignations.

Any officer of the Fund may resign his or her office at any time by giving written notice to the Board of Trustees, to the Board Chair, to the Vice-Chair, or to the Secretary/Treasurer of the Fund. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the Board of Trustees.

ARTICLE VI - ASSETS

Section 1. Dedication of Assets.

The property of this Fund is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Fund shall ever inure to the benefit of any Trustee, officer or members thereof or to the benefit of any private individual.

Section 2. Distribution of Assets.

Upon the dissolution or winding-up of this Fund, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Fund shall be distributed to the TCHF or its successor in interest. In the event that the TCHF or its successor do not qualify to accept the assets of this Fund then to another nonprofit fund, or Fund, chosen by the Board of Trustees, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of subsequent federal tax laws.

ARTICLE VII - CONTRACTS, LOANS, CHECKS, DEPOSITS, AND PURCHASING

Section 1. Contracts.

The Board of Trustees may authorize any officer or officers, agent or agents to enter into a binding Contract on behalf of the Fund, unless otherwise restricted by law. Such authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the Fund.

Section 3. Checks, Drafts, Etc.

The Fund shall not maintain any accounts nor shall it enter into any form of indebtedness.

Section 4. Deposits.

All funds held by the THCF shall be deposited as provided by the by-laws and policies of the THCF.

Section 5. Applicability of Policies.

All policies of the City of Lee's Summit, including but not limited to contracting and purchasing shall apply to the Fund.

ARTICLE VIII - INDEMNIFICATION

The members of the Board of Trustees shall be indemnified by the City of Lee's Summit to the same extent as any other board of the City.

ARTICLE IX - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Trustee of the Fund under the provisions of these Bylaws or under the provisions of its Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, or by electronic means sufficient to authenticate the sender, date and time, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X - MISCELLANEOUS

Section 1. Amendment.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the entire Board of Trustees at any regular meeting or special meeting, provided that at least ten (10) days' written notice is given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting. No such amendment; however, shall be effective without first being ratified by resolution of the Council of the City of Lee's Summit.

Section 2. Audit, and Review.

Any audit performed of the Fund held by the THCF shall be provided to the Board of Trustees. The Board may request reports quarterly of the THCF of any activity in the Fund. All such reports including any audit shall be provided to the City of Lee's Summit.

Section 3. Delivery of Notices.

Whenever any notice is required by the Bylaws, it shall be deemed to be sufficient if mailed via First Class Mail to the last known address of the intended recipient or to the last known email address of the member. Such notice may be waived in writing by the intended recipient.

ARTICLE XI – CONFLICTS OF INTEREST

The Board of Trustees shall avoid actual and perceived conflicts of interest. The Board of Trustees have the duty and responsibility of managing the affairs of the Fund honestly and prudently, and of exercising their best care, skill and judgment for the sole benefit of the Fund. The Board of Trustees shall exercise⁴ the utmost good faith in all transactions involved in their duties. The Board of Trustees shall not use their positions with the Fund or knowledge gained therefrom for their personal benefit. The interests of the Fund must be the first priority in all decisions and actions.

The Board of Trustees and each individual Trustee have a duty to the Fund's mission when acting on behalf of the Fund. This duty requires recognition of and appropriate response to any real or perceived conflict of interest. A conflict may exist when a Trustee participates in an issue on behalf of the Fund while the individual has or previously had a personal responsibility outside of the fund and outside of his or her duties with the City of Lee's Summit that could cause such individual to address the issue with less than complete, unbiased decision making with respect to the Fund.

Interactions that may result in an actual or perceived conflict of interest include, but are not limited to situations which involve Trustees or officers with any of the following third parties:

- Persons and firms supplying goods and services to the Fund;
- Persons and firms from whom the Fund leases property and equipment;
- Persons and firms with whom the Fund is dealing or planning to deal in connection with the gift, purchase, or sale of real estate, securities, or other property;
- Competing or affinity organizations;
- Donors and others supporting the Fund;
- Agencies, organizations and associations which affect the operations of the Fund;
- Family members, friends, and other employees.

Circumstances which may result in an actual or perceived conflict of interest with a third party, including, but not limited to those listed above, may include:

- Owning stock or holding debt or other proprietary interests in any third party dealing with the Fund;
- Holding office, serving on the board, participating in management, or being otherwise employed or formerly employed with any third party, other than the City of Lee's Summit, dealing with the Fund;
- Receiving remuneration for services with respect to individual transactions involving the Fund;
- Using the Fund's time, equipment, supplies or good will for other than approved activities, programs and purposes;

- Receiving personal gifts or loans from third parties dealing or competing with the Fund.

The areas of conflicting interest listed above are not exhaustive. Conflicts may arise in other areas or through other relations. It is presumed that the Board members, officers, and employees will recognize such areas by relation and analogy.

It is the policy of Board of Trustees to deal with conflicts of interest as well as perceived conflicts of interest in an open and direct manner. In accordance with this policy, all Board members and officers are required to disclose any actual or perceived conflict to the Board of Trustees in an open meeting. The actual or perceived conflict shall then be recorded in the minutes, and shall remove himself or herself from participation in any related discussions or decision-making by the Board of Trustees. However, a Board member or officer may, if requested by the Board, provide factual information that may assist the Board in its deliberations. A Board member, or officer may seek guidance from the Board as to whether a particular activity or relationship constitutes an actual or perceived conflict of interest.

Conflicted or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Trustees which authorizes the contract or transaction.

ARTICLE XII – BOOKS & RECORDS

The Board of Trustees shall keep correct and complete books and records of account, shall keep Minutes of the proceedings of the Board and committees having any of the authority of the Board, and shall keep, at the registered or principal office, a record giving the names and addresses of the members of the Board. Documents shall be retained and destroyed as provided in Exhibit “A” attached hereto.

ARTICLE XII – SEVERABILITY

If any provision of these By-Laws shall be held invalid or unenforceable, such invalidity or non-enforceability shall not affect any other provisions hereof, and these By-Laws shall be construed and enforced as if such provision had not been included.

Adopted by the Council of the City of Lee’s Summit, Missouri by Ordinance No.

_____, on the _____ day of _____, 2017.

Mayor, *Randall L. Rhoads*

ATTEST:

City Clerk, *Denise Chism*

(SEAL)

APPROVED AS TO FORM:

City Attorney, *Brian W. Head*