

**Bylaws of
xxxx Community Foundation
An Affiliate of Community Foundation of the Ozarks, Inc.**

Article I

The name of this community-based charitable foundation shall be **xx Community Foundation, an** affiliate of Community Foundation of the Ozarks, Inc. (the “Foundation”).

Article II

Purpose

The Foundation is a vehicle for charitable giving capable of benefiting the greater **xx community**. Through the mechanism of endowment funds, charitable minded individuals can establish funds to build a permanent source of charitable assets to meet emerging, as well as existing, needs of the community.

Mission

The mission of the Foundation is to establish endowments and capacity funds that enhance the quality of life for current and future generations by reinvesting in the community.

Governance

The Foundation shall be managed and administered in accordance with the Bylaws of the Community Foundations of the Ozarks, Inc., the Memorandum of Agreement between the Community Foundation of the Ozarks, Inc., and the Foundation, and these Bylaws. In the event of a conflict between the terms and conditions of any of the three above referenced documents, or when Board authority is questioned, the Bylaws of the Community Foundation of the Ozarks, Inc., shall control.

Article III

Board of Governors

Section 1. Composition of the Board of Governors. The Board of Governors shall consist of between nine to eleven members. Each member of the Board of Governors is to be selected for knowledge of the educational, cultural, civic, moral, public or other charitable needs of those served by the Foundation, and shall serve without compensation except for payment of reasonable expenses incurred on behalf of the Foundation.

Section 2. Election Date and Term Length of the Board of Governors. The initial board shall consist of the initial Governors whose names are set forth at the end of this document. The terms of the initial Governors shall be staggered, such that three (3) of the Governors shall serve for a term of three (3) years, three (3) for a term of two (2) years, and three (3) for the term of one (1) year. The terms of the respective initial Governors are set forth opposite their names at the end of this document. Other than the initial Governors, each Governor shall be elected by the Board and will serve a three (3) year term. The full Board shall consist of eleven Governors.

Nominations to fill the expired terms on the Board will begin in June with the vote to be conducted in July at the annual meeting of the Board. At each annual meeting, the Board shall elect the number of Governors whose term is expiring, each to serve until their successor has been elected and qualified. Election shall be by simple majority of the Board of Governors then entitled to vote. No person may serve as a Governor for more than two (2) complete consecutive three (3) year terms.

Section 3. Vacancy or Removal. Any vacancy on the Board of Governors shall be filled by the membership of the Board of Governors. Nominations to fill open positions on the Board of Governors as a result of resignation, death, refusal to serve or otherwise shall be made by the Board of Governors and approved by a majority vote of the Board of Governors. Failure to attend three (3) consecutive meetings without excuse acceptable to the Board of Governors shall operate as a tender of resignation. Missing five (5) regularly scheduled meetings of the Board of Governors within the fiscal year may result in termination from the Board without excuse acceptable to the Board.

Any Board member who is convicted of a felony or pleads guilty or “no contest” to a felony is disqualified from serving on the board or any committee of the CFO. Disqualified members will immediately be removed from the Board, and from committees of the CFO. The Board may remove any member from the Board by a 2/3 majority vote at any regularly scheduled or special meeting of the Board.

Article IV

Advisory Council

Section 1. The Board of Governors may establish an advisory council to advise and assist regarding the needs of the community. This advisory council will be a network of community leaders with knowledge of the educational, cultural, civic, moral, public or other charitable needs of those served by the Foundation. The principal duty of advisory council participants will be to advise the Board of Governors as to the educational, cultural, civic, moral, public, or other charitable needs of the community. Participants of the advisory council may be asked to serve on committees with the Board of Governors, if they have certain expertise.

Section 2. Terms. All Advisory Board Members shall serve one years terms which can be renewed as often as desired by majority vote of the Board of Governors. All Advisory Members terms shall renew on January 1st.

Section 4. Resignation from the Advisory Board. Any member desiring to resign from the Advisory Board may request in writing that his/her name be removed from the. Resignation shall be submitted to the Chairman of the Board of Governors and shall be effective upon submission.

Article V

Officers and Duties

Section 1. Officers. Officers shall be a president, vice-president, secretary and treasurer. These officers will be elected from the Board of Governors. The officers will serve a two (2) year term

of office to assure continuity of the Foundation administration. Officers shall be elected at the annual meeting by the newly elected Board of Governors in odd numbered years.

Section 2. Duties of Officers.

President – The president shall be the principal executive officer to the Board of Governors and shall preside at the meetings. He/she shall perform all duties incidental to the office of president as prescribed by the Board of Governors, and may sign all instruments as authorized by the Board of Governors. The president has the power to form committees of the Foundation Board of Governors or the advisory council as directed by the Board of Governors.

Vice President – The vice-president shall perform duties and exercise the power of the president during the absence or disability of the president.

Secretary – The secretary shall be the keeper of the recorded minutes of meetings of the Foundation and the keeper of legal and Foundation documents.

Treasurer – The treasurer shall be responsible for the handling of the financial matters relative to the operation of the Foundation's business.

Article VI

Meetings

Section 1. Regular Meetings. The Board of Governors will meet **xxx** at a time and place as agreed upon by a majority of the Board of Governors.

Section 2. Special Meetings. The president or any three (3) members of the Board of Governors may call a special meeting if needs are identified upon a five (5) day written notice by letter or email of the time, place, and purpose to each member.

Section 3. Quorum. Quorum for the Board of Governors will be a simple majority of the non-vacant seats.

Section 4. Participation by Conference Call. Members of the Board of Governors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 5. Voting and Proxies. Each member of the Board of Governors shall have one vote. No votes by proxy.

Section 6. Conflict of Interest. It will be the responsibility of the individual members of the Board of Governors to declare any conflict of interest which may unduly influence their vote on any particular question, and that member may abstain from the vote.

Section 7. Action Without a Meeting. Any action which is required to be or may be taken at a meeting of the Board of Governors, may be taken without a meeting if a quorum of the Board

consents in writing. The Secretary shall file the consents with the minutes of the meetings of the Board of Governors.

Article VII

Committees

The Board of Governors or Chair may provide for such other standing or special committees as it deems desirable, and may discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, the Articles of Incorporation or the Bylaws, as said Board may prescribe. Vacancies in such other committee shall be filled by the Chair or as the Board may provide.

- (a) **Governance Committee:** The Chairperson shall appoint a Governance Committee consisting of three (3) members of the Board of Governors and two (2) past members of the Board, who shall submit to the Board at the meeting designated by the Chairperson, or other meeting where Board or officer vacancies are to be filled, its nominations for members to the Board of Governors, Officers and Advisory Council. The Governance Committee shall also have the responsibility and duty to propose to the Board of Directors, a plan for orientation of new Board of Governors and Advisory Board members, a plan for Board self-evaluation, and shall be responsible to creating and reviewing on a regular basis, a Conflict of Interest Policy for Board members, along with any other duties which may be assigned to it by the Board of Directors.

- (b) **Grants Committee:** The Chairperson shall appoint a Grants Committee consisting of at least three (3) members of the Board of Governors which shall have the responsibility and duty to determine, subject to the majority approval of the Board of Governors, the distribution of property of the Foundation and such other duties as are from time to time prescribed by the Board, including, but not limited to the responsibility to determine the awards and amounts of each award to be given during the annual grant round.

- (c) **Development Committee.** The Chair shall appoint a Development Committee of the Board. The Development Committee shall have the responsibility and duty, subject to the approval of the Board, to determine and implement programs designed to increase and enhance charitable gifts and contributions to the corporation.

Article VIII

Administration of Funds

Section 1. The treasurer of the Foundation will be responsible to receive, record and document all funds coming into the Foundation for charitable purposes. The disbursement of the funds to

the Community Foundation of the Ozarks, Inc. will be made for charitable disbursement in accordance with the Memorandum of Agreement between the Foundation and the Community Foundation of the Ozarks, Inc.

Section 2. The treasurer shall be responsible to make a treasurer's report at each monthly meeting of the Board of Governors and to forward the recommendation of the Foundation to the Community Foundation of the Ozarks, Inc. relative to the Board of Governors' decisions about disbursement of the funds.

Article IX

Amendment to the Bylaws

Section 1. The Bylaws may be amended, altered, changed, or repealed by an affirmative vote of two-thirds (2/3) of the members of the Board of Governors.

Section 2. Bylaws shall be reviewed by the Board of Governors at the annual meeting.

Article X

The fiscal year of the Foundation shall end June 30.

Article XI

Rules of Order

Roberts Rules of Order or a similar set of rules will guide the dialogue and establish the structure for meetings.

Attest:

Secretary

Chair

Adopted at XXX, Missouri, the xx day of xx, 20XX.

Members and Terms of the Initial Board of Governors

Name:	Length of Term:
	2 years
	3 years
	1 year
	2 years
	3 years
	1 year
	2 years
	3 years
	1 year
	2 years
	3 years
	1 year
	2 years