

Grand Island Community Foundation, Inc.

**BY-LAWS**

---

ARTICLE I	OFFICES	2
ARTICLE II	BOARD OF TRUSTEES	2
Section 1	<i>Number, Tenure and Qualifications</i>	2
Section 2	<i>Regular Meetings</i>	2
Section 3	<i>Special Meetings</i>	2
Section 4	<i>Notice</i>	3
Section 5	<i>Quorum</i>	3
Section 6	<i>Manner of Acting</i>	3
Section 7	<i>Confidentiality</i>	3
Section 8	<i>Conflict of Interest</i>	3
Section 9	<i>Removal and Resignations</i>	3
Section 10	<i>Vacancies</i>	4
Section 11	<i>Compensation</i>	4
Section 12	<i>Informal Action by Trustees</i>	4
Section 13	<i>Powers</i>	4
ARTICLE III	OFFICERS	5
Section 1	<i>Officers</i>	5
Section 2	<i>Election and Term of Office</i>	5
Section 3	<i>Removal</i>	5
Section 4	<i>Vacancies</i>	5
Section 5	<i>Delegation of Duties</i>	5
Section 6	<i>Chair of the Board of Trustees</i>	5
Section 7	<i>Chief Executive Officer</i>	5
Section 8	<i>Chair of the Board-Elect, Treasurer &amp; Secretary</i>	5
Section 9	<i>Secretary</i>	6
Section 10	<i>Treasurer</i>	6
Section 11	<i>Disbursements</i>	6
ARTICLE IV	STANDING COMMITTEES	6
Section 1	<i>Executive Committee</i>	6
Section 2	<i>Finance Committee</i>	7
Section 3	<i>Human Resources/Nominating Committee</i>	7
Section 4	<i>Asset Development Committee</i>	7
Section 5	<i>Distribution Committee</i>	8
Section 6	<i>Other Committees</i>	8
ARTICLE V	NONDISCRIMINATION	8
ARTICLE VI	INDEMNIFICATION	8
ARTICLE VII	BOOKS AND RECORDS	8
ARTICLE VIII	WAIVER OF NOTICE	8
ARTICLE IX	AMENDMENTS TO BY-LAWS	9

# Grand Island Community Foundation, Inc.

## BY-LAWS

---

The Grand Island Community Foundation is a nonsectarian nonprofit organization that serves as a community endowment established to accept charitable contributions in order to preserve and enhance the quality of life in Central Nebraska and to assist donors in realizing their charitable goals. The purpose of the Grand Island Community Foundation is to build permanent, named component funds for broad-based charitable purposes. Grand Island Community Foundation is a publicly supported community foundation that is a growing legacy, not of one single individual or family, but of the entire community. It is, in a very real sense, the community's foundation. We unite donors large and small who want to make our community a strong, vibrant place for all.

### ARTICLE I – OFFICES

The office of this Corporation shall be located in the City of Grand Island, County of Hall, State of Nebraska.

This Corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nebraska Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the state of Nebraska, and the address of the registered office may be changed from time to time by the Board of Trustees.

### ARTICLE II – BOARD OF TRUSTEES

Section 1. *Number, Tenure and Qualifications.* The number of Trustees shall be no greater than eighteen (18) persons, and include representatives from the greater Hall county area. Each Trustee shall hold office until his/her successor shall have been duly elected and qualified.

Members of the Board of Trustees may service two consecutive three-year terms of office. Except when a vacancy is being filled, terms will begin immediately following the annual meeting. The Chief Executive Officer shall not be considered to be a member of the Board of Trustees but shall serve ex officio without vote.

The Board of Trustees shall be divided into three classes as nearly equal in number as may be, with the term of office of one class expiring each year. When the number of Trustees is changed, any newly created Trusteeships or any decrease in Trusteeships shall be apportioned among the classes so as to make all classes as nearly equal in number as possible. Subject to the foregoing, at each annual meeting of the Board of Trustees, the successors to the class of Trustees whose terms shall expire at the end of the then current year shall be elected to hold office for a term expiring at the end of the third succeeding year. Provided further that a member whose initial term is not a complete term will be eligible to serve as a Trustee for two succeeding three-year terms thereafter.

Section 2. *Regular Meetings.* A regular annual meeting of the Board of Trustees shall be held in the fourth (4<sup>th</sup>) quarter of each year. The Board of Trustees may provide by resolution a time and place for the holding of the annual meeting and additional regular meetings of the Board of Trustees without other notice that such resolution.

Section 3. *Special Meetings.* Special meetings of the Board of Trustees may be called by or at the request of the Chief Executive Officer or Chair of the Board or Chair of the Board-Elect or any

three Trustees. The person or persons so authorized to call special meetings of the Board of Trustees may pick any place for holding any special meeting of the Board of Trustees called by them.

Section 4. *Notice.* Notice of any special meeting of the Board of Trustees shall be given at least three (3) days previous thereto by written notice delivered personally or by telephone, fax, email or sent by mail to each Trustee at his/her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by fax, such notice shall be deemed to be delivered when the fax is transmitted. Any Trustee may waive notice of any meeting. The attendance of any Trustee at any meeting shall constitute a waiver of notice at any meeting except where a Trustee attends any meeting for the express purpose of objecting to the transaction of any business because the meeting is not, lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-laws.

Section 5. *Quorum.* A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees; but if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

Section 6. *Manner of Acting.* The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or these By-laws. Trustees are not permitted to have substitutes attend meetings on their behalf. Email voting is permissible under conditions where a vote must occur between meetings. All Trustees must have the capability of voting via email and the action must be approved by those members representing at least eighty (80) percent of the voting power.

Section 7. *Confidentiality.* While the final decisions of the Board of Trustees and its committees are generally treated as public information, the data and deliberations used in arriving at those decisions are often personal and privileged and supplied with that understanding by clients, both individuals and organizations. It is therefore considered confidential and not for use or distribution beyond its intended use by the Grand Island Community Foundation.

Section 8. *Conflict of Interest.* In considering Grand Island Community Foundation matters, Board and committee members will announce and disclose significant involvement with institutions or grantees under discussion. Those making such disclosure may participate freely in discussions but will abstain from voting on related decisions. "Significant involvement" is defined as: (a) serving as an elected or appointed member of a governing board or major committee, (b) receiving compensation as an employee or consultant, or (c) being related to an individual grantee or to a staff member of a grantee institution.

The interests of the Grand Island Community Foundation are considered paramount in the review and selection of all policy and procedural options, including grants, investment decisions, insurance and personnel benefits, consultation services and other professional and corporate/business relationships and services.

Section 9. *Removal and Resignations.* The Trustees may at any meeting called for the purpose by vote of two-thirds of the Board of Trustees then holding office, remove any Trustee from office. The Board of Trustees may at any meeting, accept the resignation of any Trustee.

Section 10. *Vacancies.* Any vacancy occurring in the Board of Trustees or among the officers by reason of death, resignation or inability to act and any Trusteeship to be filled by reason of an increase in the number of Trustees, shall be filled by the Board of Trustees. A Trustee or officer elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 11. *Compensation.* No member of the Board of Trustees shall receive any compensation from this Corporation for his/her services as a Trustee but may, if necessary, be reimbursed for expenses incurred.

Section 12. *Informal Action by Trustees.* Any action required by law to be taken at a meeting of Trustees or any action which may be taken at a meeting of Trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Trustees.

Section 13. *Powers.* In addition to the powers set forth in the Nebraska Nonprofit Corporation Act for nonprofit corporations, the Board of Trustees of this Corporation shall have the following specific powers:

- A. To modify any restriction or condition on the distribution of funds for any specified charitable purpose or to any specified organization if in the sole judgment of the Board of Trustees (without the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of Hall County or the State of Nebraska.
- B. To replace any participating Trustee, executive, custodian or agent for breach of fiduciary duty under the laws of the State of Nebraska.
- C. To replace any participating Trustee, executive, custodian or agent for failure to produce a reasonable (as determined by the Board of Trustees) rate of return of net income (or appreciation when not inconsistent with this Corporation's needs for current income) with due regard for safety of principal, over a reasonable period of time (as determined by the Board of Trustees).
  - (1) In determining whether there is a reasonable rate of return of net income, there shall be excluded from such determination such assets as are held for the active conduct of this Corporation's exempt activities, and such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this Corporation.
  - (2) A "restricted fund" means a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number.
- D. To participate or affiliate in activities with other trusts, entities, foundations or individuals where such participation or affiliation is permissible under the public charity standards for community foundations set by the Internal Revenue Code of 1986, and the Regulations there under, as amended or as hereafter amended, and where the same shall advance the purposes of the Corporation.

## ARTICLE III – OFFICERS

Section 1. *Officers.* The officers of this Corporation, other than the Chief Executive Officer, shall be members of the Board of Trustees and the officers of this Corporations shall be as follows: Chair of the Board of Trustees, Chair of the Board-Elect, Chief Executive Officer, Secretary, Treasurer and Human Resources Committee Chair. Any officer may sign or co-sign any deeds, checks, mortgages, bonds, contracts or other instruments, which the Board of Trustees has authorized to be executed.

Section 2. *Election and Term of Office.* The officers of this Corporation, other than the Chief Executive Officer, shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any regular or special meeting of the Board of Trustees. Each officer shall hold office following the said annual meeting and until his/her successor shall have been duly elected and shall have qualified.

If re-elected by the Board of Trustees any officer may hold the same or another office for any number of successive terms except that no person shall occupy the office of the Chair of the Board of Trustees for more than two successive one-year terms.

If a Trustee is elected to the office of President, and the fulfillment of that obligation would cause his/her term to extend beyond his/her elected term as Trustee, such person shall/may continue as a Trustee until he/she has fulfilled his/her officer obligation as Chair and Immediate Past Chair.

Section 3. *Removal.* Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. *Vacancies.* A vacancy in any office because of the death, resignation, removal or incapacity of any officer may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. *Delegation of Duties.* In the absence of any officer of the corporation, the Board of Trustees may delegate, for the time being, the duties of such officer to another officer or to any Trustee.

Section. 6. *Chair of the Board of Trustees.* The Chair of the Board of Trustees shall perform such duties as may from time to time be prescribed by the Board of Trustees. He/she shall preside at all meetings of the Board of Trustees and the Executive Committee.

Section 7. *Chief Executive Officer.* The Chief Executive Officer shall be employed by the Board of Trustees, shall be the chief executive of the corporation, and shall not be a member of the Board of Trustees. He/she shall have the general supervision, direction and active management of the business of the corporation. He/she shall see that the orders and resolutions of the Board of Trustees are carried into effect. He/she shall perform such other duties as may from time to time be prescribed by the Board of Trustees. He/she shall have the authority to sign or cosign any deeds, checks, mortgages, bonds, contracts or other instruments, which the Board of Trustees has authorized to be executed.

Section 8. *Chair of the Board-Elect, Treasurer and Secretary.* In the absence of the Chair of the Board of Trustees or in the event of his/her inability to act, the Chair of the Board-Elect or in his/her

absence, the Secretary or Treasurer shall perform the duties of the Chair of the Board of Trustees and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair of the Board of Trustees. He/she shall perform such other duties as from time to time may be assigned to him/her by the Board of Trustees.

Section 9. *Secretary.* The Secretary shall keep or cause to be kept a record of all votes and minutes of the proceedings of all Board of Trustees' and Executive Committee meetings and shall give or cause to be given notice, as required by these By-Laws, of all meetings of the Board of Trustees and Executive Committee. The Secretary shall have custody or shall delegate the custody of all books, records, and papers of the Corporation, except for financial records in the charge of the Treasurer. He/she shall perform such duties as may from time to time be prescribed by the Board of Trustees.

Section 10. *Treasurer.* The Treasurer shall serve as Chair of the Finance Committee. He/she shall keep or cause to be kept accounts of all monies of the corporation received or disbursed and shall deposit all monies and valuable in the name and to the credit of the corporation in such banks or depositories, as the Board of Trustees shall designate. He/she shall perform such duties as may from time to time be prescribed by the Board of Trustees.

Section 11. *Disbursements.* All checks and orders for the payment of money shall be signed in the name of this Corporation and, when amounts in excess of the amount as established by the Board of Trustees, shall be co-signed by the Chief Executive Officer and one officer or by two officers.

#### ARTICLE IV – STANDING COMMITTEES

The standing committees of the corporation shall be: 1) the Executive Committee; 2) the Finance Committee; 3) the Human Resources/Nominating Committee; 4) the Asset Development Committee; and 5) the Distribution Committee. Members of the standing committees shall include at least three (3) Board of Trustees' members, one of whom shall be the Committee Chair, and may include non-board members. No quorum is necessary for the transaction of business at any meeting of any standing committee. All committee members shall be appointed for one-year terms by the Committee Chair with the advice and consent of the Board of Trustees.

With prior Executive Committee approval, all chairpersons may from time to time appoint ad hoc members with special expertise or establish subcommittees for special purposes. Committee members are not permitted to have substitutes attend meetings of their behalf.

The Chair of the Board of Trustees or the Chair of the Board-Elect may serve ex officio on all standing committees.

Section 1. *Executive Committee.* The Executive Committee shall be chaired by the Chair of the Board and composed of all standing committee chairpersons, the Chair of the Board-Elect as well as the Secretary, Treasurer, Human Resources Committee Chair and Immediate Past Chair.

The Executive Committee shall be responsible for coordination of activities between standing committees and shall have and exercise all the powers of the Board of Trustees subject to such limitations as the Board of Trustees may impose. The Executive Committee shall keep minutes of its proceedings and report same to the Board of Trustees.

Section 2. *Finance Committee.* The Treasurer of the Board of Trustees shall serve as chair of the Finance Committee. Membership shall include the Chair of the Board-Elect and the Chair for Asset Development.

The duties of the committee shall be to act for and advise the Board of Trustees in regularly examining all funds, investments and properties of the organization, and to advise the Chief Executive Officer on all accounting and fiscal practices and procedures to be followed. After consultation with the Human Resources/Nominating Committee, relating to personnel budget matters, the committee shall annually submit an operational budget plan to the Board of Trustees for approval. The Finance Committee shall also serve as the Audit Committee, arranging for and reviewing an annual audit to be conducted by an independent certified public accounting firm and reporting the findings and recommendations to the Board of Trustees. The committee shall approve receipt of all proposed gifts of real estate, bargain sales and closely held stock. They shall also be responsible for recommending policies and procedures relative to investments, asset allocations, payout and fee schedules.

This committee shall also regularly present financial statements to the Board of Trustees and shall be responsible for any other duties related to the financial affairs of the Grand Island Community Foundation that may be assigned to it by the Board of Trustees.

Section 3. *Human Resources/Nominating Committee.* The Human Resources/Nominating Committee shall be chaired by a member of the Board of Trustees and shall consist of members annually appointed by the chair of the Board.

The responsibilities of this committee are to develop for Board of Trustees' approval those policies deemed necessary and appropriate regarding the Grand Island Community Foundation personnel policies and practices. The Human Resources/Nominating Committee, serving as the Nominating Committee, shall; a) prepare a slate of nominees for election as Trustees; b) in cooperation with the Chair of the Board-Elect, prepare a slate of nominees for election as officers and Chairpersons of standing committees; c) furnish the above information to the Chair at least seven (7) days prior to the date fixed for the election of candidates nominated. Other nominations, in addition to the slate of nominees submitted by the committee, may be made by members from the floor at meetings designated for the election of candidates. Nominations by the Nominating Committee shall not be a prerequisite to any action by the Board of Trustees.

Section 4. *Asset Development Committee.* The Asset Development Committee shall be chaired by a member of the Board of Trustees and shall develop for Board of Trustees' approval those policies deemed necessary and appropriate regarding the Grand Island Community Foundation's asset development policies and practices.

The committee, in cooperation with the Finance Committee, shall develop and periodically review the ethics and guidelines to be used in relation to donors and the acceptance of gifts of all sorts. The committee shall also be responsible for the planning, marketing, and executive of all fundraising activities on behalf of the Grand Island Community Foundation as required by the Board of Trustees, including materials development, promotion, volunteer recruitment, training and supervision of fundraising volunteers.

Section 5. *Distribution Committee.* The Distribution Committee shall be chaired by a member of the Board of Trustees and shall develop for Board of Trustees' approval those policies deemed

necessary and appropriate regarding the Grand Island Community Foundation's Funds' distribution policies and practices.

The committee will be responsible for requesting proposals for funding; evaluating proposals and recommending to the Board of Trustees grant recipients and grant amounts. The committee shall also oversee the process of the granting of all funds whether designated, donor advised or discretionary and shall also provide oversight regarding the distribution of scholarship funds by a committee designated for that purpose.

Section 6. *Other Committees.* From time to time the Board of Trustees may appoint committees, members of which need not be members of the Board of Trustees, with such powers as may be stated in the resolution naming such committees.

#### ARTICLE V – NONDISCRIMINATION

The officers, Trustees, committee members, employees and persons serviced by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, race, gender, sexual preference, religion, disability and national origin.

#### ARTICLE VI – INDEMNIFICATION

The corporation shall indemnify the Chief Executive Officer, each Trustee and officer against all or any portion of any expenses reasonably incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved by reason of him/her being or having been an officer or Trustee (whether or not he/she continues to be an officer of Trustee at the time of incurring such expenses); provided, this shall not be construed to authorize the corporation to protect any such Trustee or officer against any liability to which he/she would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his/her office.

#### ARTICLE VII – BOOKS AND RECORDS

The corporation shall keep complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and Executive Committee and shall keep at the registered or principal office a record giving the names and addresses of the Board of Trustees.

#### ARTICLE VIII – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or under the By-Laws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

#### ARTICLE IX – AMENDMENTS TO BY-LAWS

These By-Laws may be suspended, altered, changed, added to or repealed by the affirmative vote of the majority of the Trustees present and voting at any regular or special meeting, if the notice of the proposed amendment, alteration, addition or repeal be contained in the notice of the meeting.

Amended by the Board of Trustees  
August 27, 1997

Amended by the Board of Trustees  
December 2002

Amended by the Board of Trustees  
May 19, 2014