

## **BYLAWS OF THE WESTGATE COMMUNITY FOUNDATION**

### **PREAMBLE**

Westgate Community Foundation (Foundation) was established as a Nebraska nonprofit corporation in 2019. It is recognized by the Internal Revenue Service as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Service Code of 1986, as amended (“Code”). The Foundation has been formed to invest in the Westgate community through philanthropy, communication and enriching events to preserve and enrich the Westgate Community for the next generation. The following Bylaws should be interpreted in light of this Preamble.

### **ARTICLE I. OFFICE**

The principal mailing address of the Corporation is P.O. Box 24713, Omaha, Nebraska 68124.

### **ARTICLE II. OFFICERS**

The Corporation shall have a President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors deems appropriate from time to time.

- a. President. The duties of the President include presiding over the Board of Directors meetings and members meetings, representing the corporation in public affairs and among other organizations, and responding to concerns and questions of neighborhood residents. He or she will have general supervision of the affairs of the Corporation, shall sign or countersign all certificates, contracts, or other instruments of the Corporation as authorized by the Board, shall make reports to the Board and members, and shall perform any and all other duties as are incident to the office or are properly required by the Board.
- b. Vice President. The Vice President shall perform the duties of the President in case of his or her absence, resignation or inability to act. The Vice President shall assist the President in guiding and leading the actions of the Board; supporting resource development and fundraising efforts; being available for advice and counsel to Board members and committees; facilitating communication among the Board and such other duties that may be prescribed by the Board.
- c. Secretary. The duties of the Secretary include taking the minutes of Board meetings and maintaining a record of the past meetings and all other duties as are incident to the office or are properly required by the Board. The Secretary shall provide a copy of the minutes no later than two days prior to the subsequent meeting.
- d. Treasurer. The duties of the Treasurer are to keep the financial records, make and/or monitor deposits, pay bills, reconcile accounts on a regular basis, and report to the Board the financial condition and financial activities of the Corporation and all other duties as are incident to the office or are properly required by the Board. The Treasurer shall report the financial status of the foundation at every Board meeting and as requested by the President.

### **ARTICLE III. DIRECTORS**

#### **Section 1. Number, Qualification, Term, Quorum.**

- a. The property, affairs, and the business of the Corporation shall be managed by a Board of Directors consisting of not less than three Directors nor more than 18, all of which must be members of the Corporation. Each Director shall serve for a term of three years or until his or her successor shall be elected and duly qualified.
- b. As of the date of the adoption of these Bylaws, the Board of Directors consists of the following persons, with the expiration of their terms on the 30th of June of the year as designated below:

1. Brent Koster (2019)
  2. Melissa Kirkpatrick (2109)
  3. Ben Taggett (2019)
  4. Chelsey Erpelding (2019)
  5. Garrick McMahon (2019)
  6. Ken Kirkpatrick (2019)
  7. Jessica Taggett (2019)
  8. Susanne Cook (2019)
- c. A minimum of four (4) Directors, or one half ( $\frac{1}{2}$ ) the number of Directors, whichever is less, shall constitute a quorum for the purpose of taking any action that binds the Corporation. If, at any meeting, there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained. In case there are vacancies on the Board, the remaining Directors, although less than a quorum, may by a majority vote, elect a successor or successors for the unexpired term or terms.

Section 2. Election of Directors. Directors shall be elected, or re-elected, by the current Board of Directors by a majority vote by all Board members. All appointments to the Board shall be for a term of 3 year(s). No person shall serve more than 2 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 1 additional year. No person shall serve more than 7 consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 2 years have passed since the conclusion of such Board member's service.

Section 3. Meetings. Regular meetings of the Board of Directors shall be held at those times as are fixed from time to time by resolution of the Board. Special meetings may be held at any time upon call of the President, the Vice President, or any two Directors, upon notice in person or in writing, including by email, at least three days prior to the day of the meeting. Notice need not be given of regularly scheduled Board meetings. Meetings may be held at any time without notice if all Directors are present or if, before the meeting, those not present waive such notice in writing, including by email. Notice of a meeting need not state the purpose of, nor the business to be transacted at any meeting. At the completion of each fiscal year, all Directors are required to attend the first meeting of the following fiscal year for the purpose of electing Officers and Directors.

Section 4. Election of Officers. The Board of Directors shall elect the Officers of the Corporation, which officers shall include: President, Vice President, Treasurer and Secretary. The same person shall not hold simultaneously the positions of President and Treasurer or President and Secretary. Election of Officers will be held following the completion of each fiscal year.

Section 5. Removal. At any Board meeting, any Director may be removed for any reason by a  $\frac{2}{3}$  majority vote of all the Directors.

Section 6. Resignation. At any time, a Director or Officer may resign from their position by sending to the Board of Directors, in writing, including by email, notice of his or her desire to resign, with a specified effective date. Any Director or Officer of the Board who, during their tenure, relocates to a neighborhood to a residence outside of Westgate, shall not be permitted to renew their term in office or their directorship, however, may remain on the Board and continue as a Director until the expiration of their term.

Section 7. Indemnification.

- a. The Corporation shall indemnify each of its Directors and Officers whether or not then in service as such (and his or her executor, administrator, and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been made a party because he or she is or was a Director or Officer of the Corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duty as a Director or Officer by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.
- b. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which that Director or Officer may be entitled.

Section 8. Compensation. Directors, and members of any committee of the Board of Directors, shall be entitled to reimbursement for any reasonable expenses incurred in performing duties or functions authorized by the Board. Under no circumstances will any Director or Officer of the Corporation receive compensation for services performed in fulfilling their duties as a Director or Officer.

Section 9. Committees. The Board of Directors may appoint any committees it may deem appropriate. Each committee shall have and may exercise powers expressly conferred upon the committee by the Board. A majority of each committee may determine its action and may fix the time and place of its meetings, unless provided otherwise by the Board. The Board shall have the power to fill vacancies in, to change the size of membership of, and to discharge any committee at any time and in its sole discretion.

Section 10. Conflict of Interest. Each Director and Officer is a fiduciary to the Corporation and has a duty to act in the best interests of the Corporation. If a Director or Officer has a conflict of interest, the Director or Officer shall disclose such conflict to the other Directors prior to any action requiring a vote of the Directors. A Director or Officer with a conflict shall abstain from all action by the Corporation pertaining to the matter creating a conflict. Disclosure of every conflict shall be disclosed in the minutes of the Board of Directors meetings. A conflict is a matter in which the financial, economic or employer interests of the Director or Officer could result in a gain, personally or professionally, as a result of action by the Corporation. A gain includes benefits to spouses or children in the immediate family of the Director or Officer.

**ARTICLE IV. DEPOSITS**

The Board of Directors shall select banks, trust companies, or other depositories in which all funds of the Corporation not otherwise employed shall, from time to time, be deposited to the credit of the Corporation

**ARTICLE V. AMENDMENTS**

The Board of Directors shall have the power to amend, alter or repeal these Bylaws, and to adopt new Bylaws, from time to time, by an affirmative vote of a majority of the Board present at a meeting of the Board of Directors, provided there is a quorum present and further provided that notice of the proposal to make, alter, amend or repeal the Bylaws was included in the notice of the Board of Directors meeting at which such action takes place.

**ARTICLE VI. FISCAL YEAR**

The fiscal year shall begin on the first day of July in each year and end on the 30th day of June in each year.