

**BYLAWS
OF
SEDGWICK COMMITTEE**

**ARTICLE 1
General Provisions**

1.1 **Name.** The name of the corporation shall be the **SEDGWICK COMMUNITY DEVELOPMENT CORPORATION**, hereinafter referred to simply as "the SCD".

1.2 **Registered Office.** The SCD may have such corporate offices, anywhere within the Sedgwick area, as the Board of Directors may from time to time appoint or the business of the SCD may require.

1.3 **Resident Agent.** The name and address of the SCD's resident agent in this State is the **BOARD OF DIRECTORS FOR THE SEDGWICK COMMUNITY DEVELOPMENT FOUNDATION**, with a specifically named person to be designated by the Board annually, and initially C/O (insert name and address) Sedgwick, KS. 67135

1.4 **Term.** The term for which the SCD shall exist is perpetual.

1.5 **Fiscal Year.** The fiscal year of the SCD shall run consecutively for 12 months and end on the 31st day of December.

1.6 **Rules and Regulations.** The Board of Directors may adopt rules and regulations for the effective conduct of its business.

1.7 **Policy Decisions.** Decisions and determinations of policy shall be compiled under the supervision of the Secretary for easy access and reference by the Board of Directors.

1.8 **Books and records.** The SCD shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of the Board, the membership and committees.

1.9 **Checks.** All checks or demands for money and notes of the SCD shall be signed by the Chairman and Treasurer or their designee.

1.10 **Corporate Seal.** The SCD shall not have a corporate seal.

ARTICLE 2

Purposes

2.1 **Non-Profit Purpose.** The SCD is a non-profit organization and shall have no authority to issue capital stock.

2.2 **General Purpose.** The SCD is organized to (insert purpose of org) contributions to which are deductible under Section 170(c)(1) and (2)(B) of the Internal Revenue Code of 1986, as amended (hereinafter referred to simply as "the Code"). Any such reference herein to a particular section of the Code" shall be deemed to include the corresponding provision(s) of any applicable future United States Revenue codes or laws.

ARTICLE 3

Powers of the SCD

3.1 **General Powers.** The SCD shall and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which the SCD is formed, as such laws are now in effect or may hereafter be amended.

3.2 **Specific Powers.** In addition to the foregoing general powers, the SCD shall have the following specific powers: (1) to apply such uses as will meet the stated purposes of the SCD, as determined by the Board of Directors; (2) to distribute funds to a qualified charitable organization for charitable purposes.

3.3 **Restrictions on Powers.** Notwithstanding any other provision of these Bylaws, the SCD shall have the following restrictions on its powers:

3.4.1 **Non-Profit Restriction.** The SCD shall not carry on any activities not permitted to be carried on (a) by an SCD exempt from federal income tax under Section 501(c)(3) of the Code or (b) by an SCD, contributions to which are deductible under Section 170(c)(2) of the Code.

3.4.2 **No Compensation to Directors.** No compensation or payment shall ever be paid or made to any member, officer, director, creator, or organizer of the SCD, or substantial contributor to it (except as an allowance for actual expenditures of services made or rendered to or for the SCD). Neither the whole nor any portion of the assets or net earnings, current or accumulated, of the SCD shall ever be distributed to or divided among any such persons, and neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrued to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Code.

3.4.3 **Political Activities Prohibited.** No substantial part of the activities of the SCD shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the SCD shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3.5 **Assets upon Sale or Dissolution.** Upon the dissolution of the SCD, the Board of Directors of the SCD shall, after paying or making provision for the payment of all of the liabilities of the SCD dispose of all of the assets of the SCD shall pass exclusively to and for the benefit of such other corporations or organizations that qualify as exempt organizations under Section 501(c)(3) of the Code in such proportion as may be selected by the Board of Directors of the SCD at the time of such dissolution; and any assets not disposed of pursuant to the previous statement shall be disposed of by the District Court of Dickinson County.

ARTICLE 4

Management of SCD

Management of the business and affairs of the SCD shall be vested in and conducted by its Board of Directors and its officers in accordance with the Articles of Incorporation, these Bylaws, and the laws of the State of Kansas. The Board of Directors shall exercise all powers usually exercisable by a governing board in the management of its affairs as an independent legal entity.

ARTICLE 5

Board of Directors

5.1 **First Board of Directors.** The first Board of Directors shall consist of the following members: Mayor, Council President, City Administrator, City Clerk, and two members of the general public at large.

5.2 **First Board Terms of Office.** Terms shall begin once the bylaws are approved, tax-exempt status is obtained and all papers have been respectively filed and approved for incorporation. Terms for the secretary and past president shall be 1 year. The remaining members shall be 2 years. Members of the First Board are eligible for nomination into the "normal" Board of Directors.

5.3 **Number.** Management of the SCD shall be vested in a Board of Directors consisting of not less than five (5) nor more than seven (7) which number may be varied by resolution of the Board of Directors.

5.4 **Qualification.** Directors shall be selected from members who accept in principle the purposes of the SCD and are deemed qualified to participate in the attainment of its objectives and the management of its business as well as being current on dues.

5.5 **Election.** Directors who are newly elected or who are eligible for successive terms shall be elected at the annual meeting of the SCD.

5.6 **Term.** Directors, except ex-officio members and a Chairperson or Immediate Past Chairperson whose term of office overlaps the end of his elected term as a Director, shall serve terms of one (1) year, or until successors are elected and qualified. Terms of the Board of Directors shall be staggered, so that as nearly as possible, an equal number of Directors' terms expire each year. Any Director may serve six (6) successive one-year terms provided that he is duly nominated and re-elected by the SCD at the conclusion of each term. Partial or unexpired terms filled by reason of vacancy shall not be counted as a full term for purposes of the two-successive-term limitation. If a Director is elected to the office of Chairperson during his elected term as a Director, and the fulfillment of that obligation would cause his term as a Chairperson or Immediate Past Chairperson to be longer than his elected term as a Director, then such person shall continue as a Director until he has fulfilled his obligation as Chairperson or Immediate Past Chairperson. A former Director shall not be eligible for re-election to the Board until one full year has elapsed from the expiration of his second three-year term.

5.7 **Duties.** The Directors shall govern and manage all affairs of the SCD in accordance with law and its decisions in annual, regular, and special meetings.

5.8 **Resignation and Removal.** Any Director or officer of the SCD may resign upon filing a written resignation with the Secretary, and such resignation shall become effective when so filed unless some subsequent effective date is set forth in the resignation. Any Director may be removed from office by a vote of three-fourths of the then elected and serving Directors for failure to attend at least one-half of the meetings of the Board of Directors or other failure to meet his obligations as a Director of the SCD. An affirmative vote of three-fourths of the then elected and serving Directors shall be binding on all Directors and shall not be subject to legal challenge by the removed Director for any reason.

5.9 **Vacancies.** Vacancies in the Board of Directors shall be filled by a majority of the remaining Directors, even if less than a quorum, and any Director so elected to fill a vacancy shall hold office until the expiration of the remainder of the term for which he was elected, or until his term of office is terminated by resignation, removal, death, or disability.

ARTICLE 6
Meetings of Directors

6.1 **Place.** All meetings of the Directors shall be designated by the Board of Directors, either within or without the State of Kansas.

6.2 **Meeting Times.** _____

6.2.1 **Annual Meeting.** The annual meeting of the membership of the SCD shall be in the month of January each year, the specific date and time of which shall be set by resolution of the Board of Directors for the purpose of: election of officers and transaction of such other business as may properly be presented and come before such meeting.

6.2.2 **Regular.** Regular meetings shall be held quarterly or at such other times as are specified by resolution of the Board of Directors.

6.2.3 **Special.** Special meetings of the Directors may be called by the Chairperson or by a majority, as deemed necessary. Business to be transacted shall be limited to matters specified by the notice given.

6.2.4 **Telephone.** Members of the Board of Directors, or any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

6.3 **Notice of Meetings.**

6.3.1 **Notice.** Notice of any meeting may be given in writing by mailing to the person entitled thereto at the last known address shown on the records of the SCD. As used herein, the term "mailing" may include "e-mail" or other electronic equivalent.

6.3.2 **Waiver.** Whenever notice is required to be given by these Bylaws, the Articles of Incorporation, or by statute, a written waiver thereof, signed by the persons entitled to notice, whether before or after the times stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting constitutes a waiver of notice, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

6.3.3 **Action by Consent.** Unless otherwise provided in the Articles of Incorporation, any action required by this act to be taken at any annual or special meeting of Directors of the SCD, or any action which may be taken at any annual or

special meeting of such Directors, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all Directors entitled to vote thereon. In the event that such action which is consented to is such as would have required the filing of a certificate under the Kansas General Corporation Code, if such action had been voted upon by Directors at a meeting thereof, the certificate filed under such other section shall state, in lieu of any statement required by such section concerning a vote of Directors, that written consent has been given in accordance with the provisions of this section.

6.4 **Pre-Agenda.** A written agenda of matters to be considered, insofar as reasonably ascertainable, should be mailed or otherwise provided in advance of any meeting, except in instances when telephone or similar communications methods are used to conduct a meeting or when a waiver of notice may apply.

6.5 **Quorum.** A majority of the total members shall constitute a quorum at all meetings of the Directors for the transaction of business except as otherwise provided by law, or by these Bylaws. In the event such number is not a quorum, the members present in person shall have the power to adjourn the meeting without notice, other than announcement at the meeting, until the requisite number of voting members shall be present at such adjourned meeting, and any business may be transacted at the meeting as originally notified.

6.6 **Voting Power.** Each member shall be entitled at every meeting of Directors to one vote in person.

6.7 **Voting Procedure.** All elections of Directors, officers and vote upon any other question, except as otherwise provided by law or unless otherwise provided by resolution of the Board of Directors, may be had by ballot, by voice, or by showing of hands unless a Director, at least five (5) days prior to the date of any meeting for the election of Directors, requests in writing a vote by ballot, and then the election shall be by ballot.

ARTICLE 7

Officers

7.1 **Designated Officers.** The officers of the SCD shall be elected by the members and shall consist of the Chairperson, Secretary, Treasurer, Vice-Chairperson/Chairperson Elect and Immediate Past Chairperson.

7.2 **Other Officers and Agents.** The SCD may have such other officers and agents as may be determined and appointed by the Board of Directors, and for such terms as the Board of Directors may determine.

7.3 **Term and Qualification of Officers.** The Chairperson of the Board shall be a Director and shall serve the Board for a term of three years, the first year of which shall be as Vice-Chairperson, the next year of which shall be as Chairperson, and the last year of

which shall be as Immediate Past Chairperson. All other officers of the Foundation, except as provided in Section 8.2, shall be Directors and shall hold their office for one year or until their successors are chosen and qualified, unless their respective terms of office have been terminated by resignation, removal, death, or disability.

7.4 **Removal of Officers.** Any officer elected or appointed by the Board of Directors/membership may be removed by the affirmative vote of a majority of the whole Board of Directors.

7.5 **Chairperson.** The Chairperson shall be the presiding officer of the Board of Directors.

7.6 **Vice-Chairperson.** The Vice-Chairperson shall, in the absence or inability of the Chairperson, perform the duties and exercise the powers of the Chairperson, and shall perform such other duties as the Board of Directors may prescribe.

7.7 **Secretary.** The Secretary shall be a Director and shall, or through his designee, record all votes and the minutes of all proceedings, including rules, regulations, and policy decisions, in a book to be kept for that purpose, and shall perform like duties for the standing committees. The Secretary shall record the names of those present at Board meetings. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or Chairperson.

7.8 **Treasurer.** The Treasurer shall be a Director and shall, or through his designee, keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the SCD, including accounts of its assets, liabilities, receipts, disbursements and capital. The books of account shall at all reasonable times be open to inspection by any Director. The Treasurer shall have such other duties as may be prescribed by the Board of Directors.

7.9 **Other Officers.** The Board of Directors shall determine by resolution the duties of other officers of the SCD.

ARTICLE 8

Committees

8.1 **Committees.** The Chairperson of the Directors may appoint committees to which may be delegated such tasks and duties as are deemed necessary or appropriate for the management of the business of the SCD.

ARTICLE 9
Conflicts of Interest

9.1 **Annual Conflict of Interest/Duality Statement.** Each Director and officer of the SCD, as soon as practical after election, and each staff member, as soon as possible after being hired, as well as members of standing committees, as soon as possible after being named, shall submit in writing to the Board of Directors a list of all business or other organizations (both for-profit and non-profit) in which he is an officer, director, member, owner, or employee, or for which he acts as an agent, and with which the SCD has, or might reasonably expect in the future to have, a business or grant relationship. Such list need not include businesses or organizations the stock of which is publicly traded and in which the Director or officer owns a fractional minority interest for investment purposes. Each written statement shall be re-submitted with any necessary changes each year. The Chairperson shall become familiar with the statements of all Board members. The Vice-Chairperson and the Immediate Past Chairperson of the SCD shall become familiar with the statement filed by the Chairperson.

ARTICLE 10
Indemnification; Insurance

10.1 **Indemnification.** The SCD shall indemnify any Director, officer, employee, or agent of the SCD who was or is threatened to be made a party in any legal proceedings, whether civil, criminal, administrative, or investigative, if successful on the merits or otherwise in defense, or even if unsuccessful in defense, if such person acted in good faith and in the reasonable belief that his actions were in or not opposed to the best interest of the Foundation.

ARTICLE 11
Gifts and Dues to the SCD

11.1 **General.** Donors may make gifts to the SCD by naming or otherwise identifying the SCD.

11.2 **Gifts.** The Board of Directors is responsible for receiving gifts and determining the best use of gifts keeping in consideration the wishes of the donor.

11.3 **Acceptance of Terms.** Each donor, by making a gift to the SCD, shall be deemed to have accepted and agreed to all the terms of the Articles of Incorporation and these Bylaws.

ARTICLE 12

Amendments

12.1 **Amendments to the Articles of Incorporation.** The Articles of Incorporation may be amended by the affirmative vote of not less than two-thirds (2/3) of the full membership of the SCD, at any duly noticed regular meeting of the SCD.

12.2 **Amendments to the Bylaws.** The power to adopt, amend and repeal the Bylaws of the SCD shall reside in the members. The Bylaws may be amended by the affirmative vote of not less than two-thirds (2/3) of the full membership of the SCD at any duly noticed regular meeting of the Board.

ADOPTED by the Board of Directors this _____ day of _____, 2024.

SEDGWICK COMMUNITYDEVELOPMENT CORPORATION

By: _____, Chairperson

By: _____, Secretary