

COUNCIL ACTION FORM

Meeting Date: July 13, 2023

Contact: David E. Waters, Mayor

Agenda Item: Consider Resolution No. 120-2023 Approving Amended and Restated Bylaws of Westwood Foundation

Background/Description of Item

The Westwood Foundation (the Foundation) is a not-for-profit corporation duly organized in 1974 and existing under the corporation law of the State of Kansas for the purpose of providing such charitable, educational, eleemosynary and health opportunities and purposes as will benefit the residents of the City.

Pursuant to the existing Bylaws of the Foundation, the Mayor of the City of Westwood serves on the board of directors in a central, official capacity and makes appointments – confirmed by resolution of the City Council – to the board of directors. Historically, the Mayor acts as Chairman of the Board of the Foundation.

Mayor Waters and the Foundation Board conducted a review of the Bylaws – not amended since Westwood Foundation Board of Directors Resolution 8-9-90 in 1990 increased the number of directors to seven (7) – and have agreed upon the restated and amended Bylaws presented this evening in your meeting packet.

Amendments to the Bylaws of the Foundation may be made by a majority of the Board of Directors at any meeting of the Board. The Board met on June 29, 2023 and voted to amend the Bylaws as presented in tonight's meeting packet, with six (6) of the seven (7) members in favor and one (1) not present. As the Governing Body of the City of Westwood approves appointments to the Board and as one of the approved amendments to the Bylaws is that future alterations, amendments, or repeal of the Bylaws is not effective unless and until approved by formal action of the Governing Body of the City of Westwood, the amended and restated Bylaws are presented to the City Council tonight for consideration.

Comments/Recommendation from the Mayor

As has been discussed amongst the Foundation Board for some time, I have felt our Bylaws needed a bit of an overhaul. One reason is that there is kind of a mish-mash right now of when terms of officers begin and end, making coordinating terms and appointments difficult to track. Another reason is that I do not think that the Mayor should be the "de facto" president of the Foundation and, to avoid having the mayor wearing too many hats, I think the Mayor should instead be an "ex officio" non-voting member of the Foundation. This would accomplish two other things: (1) avoiding me (as mayor) voting on one thing with the Foundation hat (and having a duty to do what is best for the Foundation) and having to potentially vote on that same thing with my Mayor hat on (and having a duty to do what is best for the City, which may or may not be the same as the Foundation); and (2) I think this can help "force" the Foundation board to grab the bull by the horns a bit more and force it to take charge of the Foundation, rather than lean on the City (which, I think, at times can cause the Foundation to be stagnant).

By making myself (or the position of Mayor) ex-officio, I would propose adding an additional person to the Board, for a total of seven (with me, again, as an 8th but ex officio, non-voting). Each director would serve 4-year terms (from June 1 to May 31 four years later), staggered so that every two years there are 4 appointments, then 3, etc. As applied, the terms would end (and be up for reappointment or a new appointment) as follows:

Justin Bridges: May 31, 2025

Thomas Scott: May 31, 2025

Rita Zeller: May 31, 2025

New Appointee: May 31, 2025

Sean O'Brien: May 31, 2027

Kumud Pyakuryal: May 31, 2027

Robert Thompson: May 31, 2027

To the extent Foundation members no longer wish to serve, then at least with these new bylaws I can make new appointments with a clear understanding of the "term" for which a new replacement would be appointed through.

Under this proposal, the annual meeting would be held in June of each year (and this would be timed for the scholarship applications). Other regular meetings would be as the Board decides. At the annual meeting, officers (President, Vice President, Treasurer, and Secretary) would be appointed for the upcoming year.

Budget Impact

None

Suggested Motion

I move to adopt Resolution No. 120-2023 approving Amended and Restated Bylaws of Westwood Foundation.