

Bylaws of Thrive! Flinthills Foundation

ARTICLE I - NAME, LOCATION, FISCAL YEAR

Section 1: **Name** - The name of the organization shall be Thrive! Flinthills Foundation (referred to as “Thrive!”)

Section 2: **Location** – Thrive! shall be located in Manhattan, KS and will serve Manhattan and Riley and Pottawatomie counties.

Section 3: **Fiscal Year** - The fiscal year of Thrive! will be from January 1- December 31.

ARTICLE II - ORGANIZATION and PURPOSE

Section 1: **Exclusively Nonprofit** – Thrive! shall be a nonprofit corporation organized under the laws of the state of Kansas, and shall be operated in accordance with the meaning and provisions of Section 501 (C)(3) of the Internal Revenue Code and the regulations issued there under. No part of the income or assets of this corporation shall inure to the benefit of any individual of member. The corporation shall have no capital stock, its object and purpose being solely for a benevolent character, and not for individual pecuniary gain or profit to its members.

Section 2: **Purpose** - The purpose of Thrive! Inc. is to alleviate poverty through relationship and educational strategies, approaches and networks.

ARTICLE III - BOARD OF DIRECTORS and MEETINGS

Section 1: **Governance** - The governing body of Thrive! shall be the Board of Directors of the corporation.

Section 2: **Powers** - The corporate authority of Thrive! shall be vested in the Board of Directors who shall have the general power to manage and control the affairs and property of the corporation. The Board of Directors shall have full power to: adopt rules and regulations governing the action of Thrive!; develop, adopt, revise or discontinue procedures and policies for the management of the corporation and its programs; initiate and approve plans and programs that support the alleviation of poverty in and surrounding Manhattan, KS and Riley and Pottawatomie counties.; adopt the annual budget of the corporation; raise and disburse funds; make contracts; employ staff and determine their compensation; develop and implement plans for the sustainability and long-term welfare of the corporation; perform all duties and have such other powers as may be necessary to carry out the purpose of the corporation.

Section 3: **Composition** - The Board of Directors shall include nonvoting staff members that include, but are not limited to an Executive Director, Youth Program/Resources Development Coordinator, and Coach between seven (7) and eleven (11) members comprised of the following: Executive Committee; one appointed Host Agency* representative; up to two Thrive! Leaders; up to two Thrive! Manhattan Allies; and/or community members who have demonstrated through their talents, gifts, service and support of Thrive!. purpose. Board members shall reside in the geographic area served by Thrive!

*The Host Agency is that organization which provides Thrive! consistent, sustained support at no or reduced cost through the provision of office space, meeting space, general office support and that publicly communicates support for Thrive! and its purpose.

Section 4: **Committees** – With a majority vote, the Board of Directors may appoint standing and/or ad hoc committees or temporary task forces as needed. The Executive Committee may request and/or appoint Board members to serve on ad hoc committees, or temporary task forces. There shall be a standing Development committee charged with fundraising for the corporation.

Section 5: **Elections** – An affirmation vote of a majority of the Board of Directors in attendance at a regularly scheduled or annual meeting shall be required for Board membership. The number of Directors shall be fixed from time to time by resolution of the Board of Directors. The Board of Directors shall have the power to fill vacancies in its own membership.

Section 6: **Majority** – A majority of the members of the Board of Directors filling non-vacant seats shall constitute a quorum at any regular, annual or special meeting of the Board of Directors.

Section 7: **Terms** – Appointments are as follows: President/officer - 2 year term, Vice-President/officer - 2 year term, Secretary/officer - 2 year term, and Treasurer/officer - a 3 year term. Though no election rotation is set within these by-laws, officers are not to transition out of their position on the same years for smooth leadership transition. Consequently, officer elections will rotate in order to assure continuity of the organization. All officers can serve for a maximum of two consecutive terms for a maximum of four years as an officer. Each voting Board member, shall serve for a term of three years beginning January for the first year and ending on December 31 of the third year, for a maximum of two consecutive terms. Board members terms are to rotate as to allow to continuity of board leadership. Terms are to be staggered so that approximately one-third of the membership terms expire each year. Any Board member may not again be elected to the Board of Directors until such time as he/she has not been a member of the Board for a period of at least twelve consecutive months.

Section 8: **Vacancies** – When a vacancy on the Board of Directors or on the Executive Committee exists mid-term, the President of the Board should receive nominations for new members from present board members and/or staff in advance of a regular or annual meeting of the Board. These nominations shall be sent out to the Board members with the meeting announcement, to be voted upon at the next meeting. If a person is elected to fill an unexpired term, said unexpired term shall be considered a full term of service if said unexpired term has twelve (12) months or more remaining to be served.

Section 9: **Meetings** - There will be a minimum of nine (9) regular meetings and one annual meeting of the Board of Directors every fiscal year. The next year's schedule of board meetings is to be determined at the annual meeting near the close of the current year.

Section 10: **Meeting Notice** - Written notice stating the location, date, and time of each meeting of the Board of Directors, with prepared agenda, shall be electronically communicated to each Board member at least 24 hours in advance of the meeting.

Section 11: **Special meetings** – Special meetings may be called by the President or upon the request of one-third of the Board of Directors. Notice of the date, time, location and purpose of the special meeting shall be made available electronically to each Board member at least five (5) days (counting week and weekend) prior to the called special meeting.

Section 12: **Annual meeting** – The annual meeting of the Board of the Directors of the corporation shall be held at the close of each year, at a time and place to be fixed by the Board of Directors, for the purpose of receiving reports from the following: the Executive Committee, the staff; ad hoc and standing committees and task forces. In addition, the Board can elect members to the Board of Directors (if necessary) and to act on any other matters that may properly come before the annual meeting.

Section 13: **Voting** - Each member of the Board of Directors, shall be entitled to one vote. Proxy voting is prohibited. Alternate members are not permitted.

Section 14: **Electronic Voting** – Any action which may be taken at a regular meeting of the Board of Directors may be taken without a face-to-face meeting if consent is obtained via majority vote of the Board in person, in writing or via email setting forth the action by three-fourths of the Board of Directors members. Board decisions and actions reached through electronic voting shall be distributed and filed in the same manner as minutes of a Board meeting. Such decisions and actions shall be confirmed at the next regular or annual meeting of the Board of Directors.

Section 15: **Removal of Members** – The Board of Directors shall have the power to remove any member or officer on recommendation of the Board of Directors by a two-thirds vote of the Board members voting at a regular, annual or special meeting. Such removal shall be communicated to the Board member in writing at the earliest possible opportunity. Reasons for removal include, but are not limited to, unexcused absence from three (3) successive regular meetings of the Board of Directors or any public acts reflecting negatively upon the effectiveness or purpose of Thrive!.

Section 16: **Conflict of Interest** – Whenever a Board member or officer has a financial, professional or personal conflict of interest in any matter coming before the Board of Directors, the affected person shall (a) fully disclose the nature of the conflict, and (b) withdraw from discussion, lobbying and/or voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 17: **Responsibilities and Rights** – The established Responsibilities and Rights (see document included in the organization’s PPPM appendices) of Board members will be reviewed annually, and each Board member will be requested to sign the document to acknowledge receipt, their understanding of and agreement with their expected role as a Thrive! Board member.

ARTICLE IV - OFFICERS and EXECUTIVE COMMITTEE

Section 1: **The Executive Committee** – The officers of the Board of Directors, consisting of President, Vice President, Secretary and Treasurer, shall constitute the Executive Committee and will carry on the business of the corporation between meetings of the Board. The Executive Committee will serve as the Personnel Committee for the organization and will be activated at the request of the Executive Director or as necessary.

Section 2: **President** – The President shall be the official contractee with contractors and funders and shall execute all documents on behalf of the corporation. The President shall preside at all meetings of the Board of Directors and the Executive Committee or can designate the Vice President to act in their place. The President shall have the authority to call special meetings of the Board and on the request of a majority of the members of the Board, must call said special meetings. The President shall prepare notices of Board meetings and meeting agendas with assistance of the Secretary who will distribute meeting notices and agendas in accordance with the bylaws. The President shall perform such other duties and responsibilities as assigned from time to time by the Board of Directors. The President shall see that orders and resolutions of the Board are carried out, shall sign all written instruments and shall co-sign all checks, promissory notes, grant proposals or legal documents pertaining to the corporation. The President shall be the ex-officio member of all committees, and shall have the same voting rights as other members.

Section 3: **Vice President** – The Vice President shall serve in the absence of the President. Vice President shall serve as a member of the Board of Directors and the Executive Committee. Vice President shall also perform such other duties and responsibilities as assigned from time to time by the Board, and is expected to move into the position of President of the Board of Directors upon completion of the current President’s term, resignation and/or removal. On behalf of the Board of Directors, Vice President will supervise employees of the corporation. When the corporation seeks to hire employees, the Vice President will lead an appointed search committee in the development of position descriptions, recruitment, screening and securing of employees in consultation with the Executive Committee.

Section 4: **Secretary** – The Secretary shall maintain a current copy of the bylaws and keep a register containing contact information of all Board members. The Secretary shall serve as a member of and keep minutes for the Board of Directors meeting and meetings of the Executive Committee. The Secretary will archive and maintain all relevant documents, records and historical documents of Thrive!. The Secretary shall also perform such other duties and responsibilities as assigned from time to time by the Board of Directors. The Secretary shall also assist the President with the preparation of meeting notices and agendas. Those meeting notices and agendas will be distributed electronically to Board members in accordance with the bylaws.

Section 5: **Treasurer** – Treasurer shall oversee and record all funds of Thrive! and provide financial reports necessary and requested by the Board of Directors in cooperation with the staff member serving as the Finance Coordinator. The Treasurer shall oversee the receipt and deposit in appropriate bank accounts all monies of the corporation and disbursement of such funds as directed by resolution of the Board of Directors, shall sign all checks and promissory notes of the corporation, and keep proper books of accounts. The Treasurer shall oversee the preparation and submission of an annual financial review of corporation accounts to the Board, and arrange for an annual review of the corporation's accounts by a certified public accountant at the completion of each fiscal year. The Treasurer shall oversee the preparation of an annual budget and a statement of income and expenditures to be presented to the Board of Directors at regular and annual meetings, and will deliver a copy of each to the members. The Treasurer shall also perform such other duties and responsibilities as assigned from time to time by the Board of Directors.

Notwithstanding, the foregoing enumeration of the duties of each office, the Board may delegate certain duties and authorities, including without limitation, the signing of checks, to one or more officers or employees of the corporation as the Board may determine appropriate.

ARTICLE V - INDEMNIFICATION OF DIRECTORS and OFFICERS

Section 1: Nothing in these bylaws shall create any liability for any officer, director or other non-compensated volunteer of the corporation that is excused from liability pursuant to K.S.A. 60-3601. This indemnification section shall be used only in the event of liability not covered by said section.

Section 2: Every effort shall be made to resolve disputes in keeping with the purpose of Thrive! For any legal proceeding arising from an officer's or director's alleged misfeasance or nonfeasance in the performance of his/her duties or out of any alleged wrongful act against the corporation, he/she shall be indemnified for his/her reasonable expenses, including attorney's fees incurred in the defense of the proceeding, if both of the following conditions exist:

- a) The person sued is successful in whole or in part, or the proceeding against him/her is settled with the approval of the court.

- b) The court finds that his/her conduct fairly and equitably merits such indemnity. The amount of such indemnity which may be assessed against Thrive! its receiver or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him/her in connection with the defense, and the court may order the fee and expenses to be paid directly to the attorney or other person, although he/she is not a part to the proceeding. Notice of the application for such indemnity shall be served upon Thrive! its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in Article III. Section 10, for giving notice of members' meetings, in such form as the court directs.

ARTICLE VI- AMENDMENTS, REVISION and REPEAL OF THE BYLAWS

These bylaws may be amended, suspended, revised or repealed by a simple majority vote of the Board of Directors present at any regular, special or annual meeting, if at least two weeks electronic notice is given of the intention to alter, suspend, revise or repeal the bylaws or to adopt new bylaws at such meeting.

ARTICLE VII - DISSOLUTION OF THE CORPORATION

Dissolution of Thrive! shall be in compliance with Kansas law the Host Agency, and the rules and regulations of the agencies and organizations with which Thrive! has contractual obligations.

Revised and adopted on Thrive! corporation members and Board of Directors.

Originally adopted on September 14, 2014; revised October 4, 2015; December 5, 2016; November 6, 2017.




President



Vice President



Secretary



Treasurer