



3. **Annual Meetings.** The BOD shall hold an annual meeting for the purpose of electing officers for the next year. The BOD will call an Annual Meeting date to be held in the month of \_\_\_\_\_. Such meeting date will be advertised to the community each of the two weeks prior.
4. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chairman or President or any two (2) directors. The person or persons authorized to call a special meeting of the BOD may fix a reasonable time and place for holding them.
5. **Notice and waiver.** Notice of any special meeting shall be given at least one (1) day prior thereto by written, oral, electronic or telephone notice to each Director. All notice of meetings may be waived.
6. **Quorum and voting.** A simple majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and 75% of the Directors' affirmative vote shall be required to amend the Bylaws.
7. **Vacancies.** Any vacancy occurring on the BOD may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.
8. **Removal.** At any meeting of the Directors called expressly for that purpose, any Director(s) may be removed from office, with or without cause, by a vote of seventy-five percent (75%) of the Directors present.
9. **Presumption of Assent.** A Director who is present at a meeting of the BOD at which action is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting because of an asserted conflict of interest.
10. **Confidentiality.** All issues discussed by the BOD at a regular or special meeting shall be deemed, considered and treated as confidential, as shall all grant applications and donor information (including contact information and contribution amounts).
11. **Conflict of Interest.** A conflict of interest may exist when a voting member volunteers or works with potential grantees or scholarship recipients. Any board member with a potential conflict of interest shall disclose the conflict before the vote takes place and refrain from voting as long as the conflict of interest exists.
12. **Compensation.** By Resolution of the BOD, each Director may be reimbursed approved expenses, if any, related to duties performed for the SOMEWHERE CITY COMMUNITY FOUNDATION. Original receipts must accompany any request for reimbursement.

### **ARTICLE III** *OFFICERS*

1. **Officers.** The Officers of the SOMEWHERE CITY COMMUNITY FOUNDATION shall be a President, Vice President and Secretary and Treasurer, each of whom shall be elected by

members of the BOD. Such other officers and assistant officers as may be deemed necessary by resolution may be elected or appointed by the BOD.

2. **Duties of the President.** The President will generally control and supervise all business and affairs of the foundation. The President may sign, with the Secretary or other proper officer of the foundation thereunto authorized by the Board of Directors, any distribution recommendation submitted to the SDCF. This includes (but is not limited to) scholarship distribution recommendations, grant recommendations, direct fund expense recommendations, fund name change requests, or any recommendations pertaining to distributable/spendable dollars available. The president may, when present, preside at all meetings of the BOD. They will be responsible for promoting the foundation and helping the fund grow in value.
3. **Duties of the Vice President.** The Vice President shall perform the duties of the President whenever the President is unable or unavailable to perform his/her duties. In addition, the Vice President shall perform such other duties as may be assigned by the board of directors.
4. **Duties of the Secretary.** The Secretary will record minutes of the meetings, provide a list of recommendation received and their disposition and keep the BOD appropriately informed. In addition, the Secretary shall collect and maintain record of all grant applications and their disposition. He/she shall perform such other duties as may be assigned by the board of directors.
5. **Duties of the Treasurer.** The Treasurer will maintain a permanent list of donations, and bequests to the SDCF. The Treasurer will forward in writing any approved bequests for dispersal of available funds to the SDCF after it has been countersigned by the President, Vice President or any other appropriately designated member of the BOD. He/she will keep the BOD informed of the financial posture of the SOMEWHERE CITY COMMUNITY FOUNDATION on a timely and current basis. In addition, the Treasurer shall perform such other duties as may be assigned by the board of directors.
6. **Elections.** The Officers of the SOMEWHERE CITY COMMUNITY FOUNDATION shall be elected annually by the Directors at the annual meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Nominee Officers must be members of the BOD on good standing. If any office is vacated there shall be a special election at the next meet of the BOD.
7. **Term of Office.** Each officer will hold office for one (1) term of one year or until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he/she shall resign or shall have been removed in the manner hereinafter provided.

#### **ARTICLE IV** *BOOKS, RECORDS, REPORTS*

The SDCF receives and invests all our assets and draws checks against our earned income at the recommendation of the SOMEWHERE CITY COMMUNITY FOUNDATION board of directors. The SOMEWHERE CITY COMMUNITY FOUNDATION shall hold no assets locally.

**ARTICLE V**  
*NONPROFIT OPERATION*

The SOMEWHERE CITY COMMUNITY FOUNDATION is nonprofit and informal in nature and exists to benefit the communities within Somewhere City, South Dakota. No Director or Officer of the SOMEWHERE CITY COMMUNITY FOUNDATION has any vested right, interest or privilege in or to the assets, property, functions or activities of the SOMEWHERE CITY COMMUNITY FOUNDATION.

**ARTICLE VI**  
*GENERAL*

1. **Contracts.** The BOD may authorize any Officer or Officers, with expressed written consent of the SDCF, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the SOMEWHERE CITY COMMUNITY FOUNDATION and each authority may be general or confined to specific instances.
2. **Loans.** No loans shall be contracted on behalf of the SOMEWHERE CITY COMMUNITY FOUNDATION and no evidences of indebtedness shall be issued in its name.
3. **Depository.** The official depository of this foundation shall be The South Dakota Community Foundation in Pierre, S.D. The address for checks to be sent is:

SDCF  
P.O. Box 296  
Pierre, SD 57501

**ARTICLE VII**  
*AMENDMENTS*

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the BOD at any regular or special meeting of the BOD. We, the undersigned, do hereby adopt the above and foregoing Bylaws as the Bylaws of this corporation.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2016

Printed Name

Signature

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