



ROELAND PARK COMMUNITY FOUNDATION GUIDELINES GOVERNING DOCUMENT for the ADVISORY COMMITTEE

THE CITY OF ROELAND PARK has established the ROELAND PARK COMMUNITY FOUNDATION (herein referred to as "Foundation" or "Fund"), as a component fund of the Greater Kansas City Community Foundation, a Missouri non-profit corporation and 501(c)(3) public charity ("GKCCF"), and has established the following guidelines in order to carry out the Foundation's mission:

*We connect donors to community needs,
increase philanthropy,
and provide leadership on key community issues.*

Committee

I. Advisory Committee Members

- 1.1 Number. The Foundation shall have a self-perpetuating Advisory Committee (hereinafter referred to as the "Committee" with "Directors") which shall consist of not less than five (5) and not more than nine (9) voting persons. Directors shall be appointed by the Mayor and approved by the City Council. It is recommended, but not required, that the Committee include:
 - 2.1.1.1 The Mayor
 - 2.1.1.2 Council Member
 - 2.1.1.3 Parks Committee Representative
 - 2.1.1.4 Business Leader
 - 2.1.1.5 Arts Committee Representative
 - 2.1.1.6 Two Citizens at Large
 - 2.1.1.7 Sustainability Committee Representative
 - 2.1.1.8 Events Committee Representative
 - 2.1.1.9 City Administrator or Designee ex-officio (non voting)
- 1.2 During the first two years of establishing the Committee half of the positions will start out with one year terms and the other half with two year terms. This will create a staggered system of four terms expiring in any given year. For the first year of the foundation, 2014, The Mayor, one business leader position, one citizen at large and the Parks Committee Representative will serve one year terms.
- 1.3 Committee Reimbursement. Directors shall serve without compensation.
- 1.4 Term of Office. The term of office of a director shall be two (2) years.
- 1.5 Vacancies. If the office of any director becomes vacant by reason of death, resignation, removal from office or otherwise, or if a vacancy occurs by reason of the creation of a new directorship, the Mayor shall appoint a new Member subject to the City Council's approval.

- 1.6 Removal. At a meeting of the directors called expressly for that purpose, directors may be removed, with or without cause, by a vote of a majority of all of the directors of the Foundation.
- 1.7 Powers and Duties.
 - (a) The Committee shall have general charge of the affairs, property and assets of the Foundation. It shall be the duty of the Committee to carry out the purposes of the Foundation with the Greater Kansas City Community Foundation, as the umbrella organization, in ultimate control of property and assets of the fund per IRS guidelines.
 - (b) The Committee may, from time to time, appoint, as advisors persons whose assistance may be deemed helpful in determining policies and formulating programs for carrying out the Foundation's purposes. Such advisors shall serve at the pleasure of the Committee.
 - (c) The Committee shall decide the overall investment strategy of the foundation's funds in accordance with the options provided by the GKCCF.
 - (d) The Committee may exercise all such powers of the Foundation and do all such acts and things as are allowed law or these Guidelines.
- 1.8 Notice of all Committee meetings will be noticed consistent with the City's open meeting requirements.
- 1.9 Meetings. An annual meeting of the Committee and the transaction of such other business as may properly come before the meeting shall be held on the second Wednesday of the month of December of each year at 6:00 p.m., or at such other time as the Committee may from time to time determine. The meeting will be held at such place in the Roeland Park area as the Committee may from time to time determine. The meeting shall include the election of officers and transacting such other business as may properly come before the meeting, and no notice need be given to such newly-elected directors who are present at the meeting or who sign waivers of notice. Special meetings of the Committee may be called by the Chairperson or a Vice Chairperson, and shall be called by any one of such officers upon the request of any three directors. Any action that is required to or may be taken at a meeting of directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the directors.
- 1.10 Quorum. One-half (1/2) of the members of the Committee of Directors shall constitute a quorum except as otherwise provided by law or by these Guidelines. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Committee except as may be otherwise specifically provided by statute or by these Guidelines.
- 1.11 Voting. At each meeting of the directors, every director having the right to vote shall be entitled to vote in person. No director shall be entitled to vote by proxy. Each director shall have one vote.
- 1.12 Publicity. The Committee shall take such other actions, as it deems appropriate to make the Foundation and its purposes and activities known to the people of the Roeland Park area and to encourage contributions to the Foundation from a wide segment of the population of the Roeland Park area.

II. OFFICERS

- 2.1 Who Shall Constitute. The officers of this Foundation shall be a Chairperson, a Vice Chairperson, and a Secretary. Said officers shall be elected by the Committee and shall hold office until the annual meeting of the Committee following the election of such officers, and until their successors are elected and qualified. Any officer may be removed, with or without cause, by a vote of a majority of all of the directors at a meeting duly called pursuant to notice stating that such removal is to be considered at such meeting. Any one or more of such offices may be held by the same person, except the offices of Chairperson and Secretary, and Chairperson and Vice Chairperson.

2.2 Chairperson. The Chairperson shall be chosen from the membership of the Committee. The Chairperson shall preside at all meetings of the Committee.

2.3 Vice Chairperson. The Vice Chairperson shall, in the absence, disability, *refusal or inability* to act of the chairperson, perform the duties and exercise the powers of the Chairperson, and shall perform such other duties as the Committee may from time to time prescribe.

2.4 Secretary. The Secretary shall attend all meetings of the Committee and act as clerk thereof, and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Committee and shall perform such other duties as may be prescribed by the Committee or Chairperson.

2.5 City Administrator or Designee. The City Administrator or a designee shall also be the representative of the Foundation who will provide recommendations to GKCCF concerning grants from the Fund, investment of the Fund assets and any other matters related to the Fund.

2.6 Vacancies. If an office becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Mayor shall appoint a replacement, subject to Council approval to fill the unexpired term.

III. GIFTS TO THE FOUNDATION

3.1 General. Donors may make gifts to the Foundation to be used for charitable purposes and distributed to qualified charitable organizations (defined in 3.3 below) by naming or otherwise identifying the Foundation, whether or not a trustee, custodian, or agent is designated to receive the property contributed. Gifts shall vest in the Foundation upon receipt and acceptance by GKCCF for the benefit of the Fund.

3.2 Acceptance of Terms. Each donor by making a gift to the Foundation shall be deemed to have accepted and agreed to all the terms of these Guidelines and the GKCCF Establishment Document for the Fund, which incorporates GKCCF Bylaw Sections 31-43 and the GKCCF Procedures For Establishment And Operation Of Funds by reference.,

3.3 Charitable Purposes and Organization. For purposes of these Guidelines, "charitable purposes" includes educational, religious, scientific, literary, public and other purposes permitted to be carried on by organizations described in Sections 170(c)(1) and 170(c)(2)(b) of the Internal Revenue Code of 1986, as amended, and "qualified charitable organization" means an organization which is described in Section 170(c)(1) or (2) of said Code. Possible examples of charitable uses would benefit the residents in and around Roeland Park could include: community events; amenities at City parks; and support for public arts programs.

IV. GRANT DISTRIBUTIONS

4.1 Determination and Authorization by Committee. The Committee, not less frequently than annually, shall determine all grant distributions that the City Administrator/designee is authorized to recommend to GKCCF be made from the income and principal of the Fund.

V. GENERAL

5.1 Personal Interest of Directors and Officers. If a conflict of interest arises by having a committee member who also has a relationship with another charity or grant receiving entity then that committee members shall disclose this relationship to the committee and refrain from voting on issues related to that grant.

5.2 Notices. Whenever, under the provisions of these Guidelines, notice is required to be given to any director, officer or member, it shall not be construed to mean personal notice, but such notice may be given in writing by electronic mail or by depositing the same in the United States mail, postage prepaid, electronic mail, officer or member at such United States Mail or electronic mail address as appears on the books of the Foundation. Any director, officer, or member may waive any notice required to be given by statute or under these Guidelines.

5.3 Amendments. These Guidelines may be amended or repealed by a majority vote of the entire Committee at any regular meeting or, upon notice of a special meeting, at any special meeting.