

BYLAWS
OF
THE NASH GROUP COMMUNITY FOUNDATION, INC.

A Missouri Nonprofit Corporation

Adopted: _____, 2025

ARTICLE I

NAME AND OFFICES

Section 1.1. Name. The name of this corporation shall be The Nash Group Community Foundation, Inc. (hereinafter referred to as the "Foundation" or "Corporation").

Section 1.2. Principal Office. The principal office of the Foundation shall be located at 50 E. 13th Street, Unit 502, Kansas City, Missouri 64106, or at such other place as the Board of Directors may from time to time designate.

Section 1.3. Registered Office and Agent. The Foundation shall maintain a registered office and registered agent in the State of Missouri as required by law. The registered agent shall be designated by the Board of Directors.

Section 1.4. Other Offices. The Foundation may have such other offices, either within or outside the State of Missouri, as the Board of Directors may designate or as the business of the Foundation may require from time to time.

ARTICLE II

PURPOSE AND MISSION

Section 2.1. Nonprofit Purpose. The Foundation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding provision of any future United States internal revenue law.

Section 2.2. Specific Purpose. The specific purpose of the Foundation is to support and promote charitable, educational, scientific, literary, and other philanthropic activities that benefit the community, with particular emphasis on:

- (a) Breaking cycles of generational poverty through comprehensive education and workforce development programs;
- (b) Providing pathways to housing stability, economic self-sufficiency, and community transformation;
- (c) Operating the "From Struggle to Success Academy" and related educational initiatives;
- (d) Receiving, holding, investing, and administering funds and property for the benefit of charitable organizations and purposes.

Section 2.3. Limitations on Activities. Notwithstanding any other provision of these Bylaws, the Foundation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

Section 2.4. No Private Inurement. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that the Foundation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes.

ARTICLE III

MEMBERSHIP

Section 3.1. Members. The Foundation shall have members. The qualification, rights, and obligations of members shall be as set forth in the Articles of Incorporation and these Bylaws. The Board of Directors may establish different classes of membership with varying rights and privileges as it deems appropriate.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1. General Powers. The business, property, and affairs of the Foundation shall be managed by its Board of Directors (hereinafter referred to as the "Board"). The Board may exercise all powers of the Foundation and do all lawful acts and things that are not prohibited by statute, the Articles of Incorporation, or these Bylaws.

Section 4.2. Number and Qualifications. The number of Directors shall be not less than three (3) nor more than fifteen (15), with the exact number to be fixed from time to time by resolution of the Board. Directors need not be residents of Missouri. Directors shall be persons who demonstrate a commitment to the Foundation's mission and who possess skills, expertise, or resources that advance the Foundation's charitable purposes.

Section 4.3. Election and Term of Office. Directors shall be elected at the annual meeting of the Board. Each Director shall serve for a term of three (3) years or until a successor is elected and qualified. Directors may serve a maximum of three (3) consecutive terms, after which they must rotate off the Board for at least one (1) year before being eligible for re-election. Terms shall be staggered so that approximately one-third of the Directors are elected each year.

Section 4.4. Vacancies. Any vacancy occurring on the Board, including a vacancy created by an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors, even if less than a quorum. A Director elected to fill a vacancy shall serve for the unexpired term of their predecessor.

Section 4.5. Removal. Any Director may be removed from office, with or without cause, by a two-thirds (2/3) vote of the entire Board at any regular or special meeting called for that purpose, provided that the Director to be removed has been given at least fourteen (14) days' written notice of the proposed removal and the opportunity to be heard.

Section 4.6. Resignation. Any Director may resign at any time by giving written notice to the Chair or Secretary. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance by the Board.

Section 4.7. Compensation. Directors shall not receive compensation for their services as Directors, but may be reimbursed for reasonable expenses incurred in the performance of their duties upon approval by the Board. Nothing herein shall preclude a Director from serving the Foundation in another capacity and receiving reasonable compensation for such services.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1. Annual Meeting. The annual meeting of the Board shall be held during the first quarter of each fiscal year at such time and place as the Board may determine, for the purpose of electing Officers, receiving annual reports, and transacting such other business as may properly come before the meeting.

Section 5.2. Regular Meetings. The Board shall hold regular meetings at least quarterly at such times and places as the Board may determine. Notice of regular meetings shall be given to each Director at least seven (7) days prior to the meeting.

Section 5.3. Special Meetings. Special meetings of the Board may be called by the Chair, the Chief Executive Officer, or upon written request of at least three (3) Directors. Notice of any special meeting shall be given to each Director at least three (3) days prior to the meeting and shall state the purpose for which the meeting is called.

Section 5.4. Notice. Notice of meetings may be given personally, by mail, by electronic mail, or by other electronic means. Notice by mail shall be deemed given when deposited in the United States mail, postage prepaid. Notice by electronic mail shall be deemed given when transmitted.

Section 5.5. Waiver of Notice. Attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except where the Director attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. Any Director may waive notice of any meeting by written statement signed before or after the meeting.

Section 5.6. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present, those present may adjourn the meeting to another time without further notice.

Section 5.7. Voting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless a greater vote is required by law, the Articles of Incorporation, or these Bylaws. Each Director shall have one vote. Voting by proxy shall not be permitted.

Section 5.8. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all Directors entitled to vote on the matter. Such consent shall have the same force and effect as a unanimous vote of the Board.

Section 5.9. Participation by Electronic Means. Directors may participate in any meeting by means of conference telephone, video conference, or similar communications equipment by which all persons participating can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

ARTICLE VI

OFFICERS

Section 6.1. Officers. The Officers of the Foundation shall be a Chair of the Board, a Vice Chair, a Secretary, and a Treasurer. The Board may also elect or appoint a Chief Executive Officer (CEO), President, and such other Officers as it deems necessary. Any two or more offices may be held by the same person, except that the Chair and Secretary may not be the same person.

Section 6.2. Election and Term of Office. Officers shall be elected by the Board at the annual meeting and shall serve for a term of one (1) year or until their successors are elected and qualified. Officers may be re-elected for successive terms.

Section 6.3. Chair of the Board. The Chair shall preside at all meetings of the Board, shall be an ex officio member of all committees except the Nominating Committee, and shall have such other powers and duties as may be prescribed by the Board. The Chair shall ensure that the Board fulfills its responsibilities for governance and oversight of the Foundation.

Section 6.4. Vice Chair. The Vice Chair shall perform the duties of the Chair in the Chair's absence or incapacity and shall have such other powers and duties as may be assigned by the Board.

Section 6.5. Secretary. The Secretary shall keep accurate minutes of all meetings of the Board and of any committees, give proper notice of meetings, maintain the corporate records, have custody of the corporate seal, and perform such other duties as may be assigned by the Board.

Section 6.6. Treasurer. The Treasurer shall have oversight of the financial affairs of the Foundation, ensure that accurate financial records are maintained, report on the financial condition of the Foundation at each Board meeting, and perform such other duties as may be assigned by the Board. The Treasurer shall ensure that an annual audit or review is conducted as required.

Section 6.7. Chief Executive Officer. If appointed, the Chief Executive Officer (CEO) shall be the principal executive officer of the Foundation and shall, subject to the control of the Board, have general supervision of the business and affairs of the Foundation. The CEO shall be responsible for implementing Board policies, managing day-to-day operations, and serving as the primary spokesperson for the Foundation.

Section 6.8. Removal. Any Officer may be removed by the Board at any time, with or without cause, by a majority vote of the Directors then in office.

Section 6.9. Vacancies. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

ARTICLE VII

COMMITTEES

Section 7.1. Standing Committees. The Board shall establish the following standing committees:

- (e) **Executive Committee:** Composed of the Officers of the Board, the Executive Committee shall have authority to act on behalf of the Board between meetings on

matters requiring immediate attention, subject to ratification by the full Board at its next meeting.

- (f) **Finance Committee:** Responsible for financial oversight, budget development, investment policy, and audit oversight.
- (g) **Governance Committee:** Responsible for Board development, nominations, bylaws review, and organizational policies.
- (h) **Program Committee:** Responsible for oversight of programs and services, program evaluation, and strategic program development.

Section 7.2. Special Committees. The Board may create special committees as needed. Special committees shall have only the powers specifically delegated to them by the Board and shall be discharged upon completion of their assigned tasks.

Section 7.3. Committee Composition. Each committee shall consist of at least two (2) Directors. The Chair shall appoint committee chairs and members, subject to approval by the Board. Non-Directors may serve on committees as non-voting advisors.

Section 7.4. Committee Procedures. Committees shall meet as needed and shall report regularly to the Board. The provisions of these Bylaws governing meetings, notice, quorum, and voting of the Board shall apply to committees.

ARTICLE VIII

CONFLICTS OF INTEREST

Section 8.1. Definition. A conflict of interest exists when a Director, Officer, or key employee has a direct or indirect financial interest in a transaction or arrangement with the Foundation. An indirect financial interest includes interests of family members or entities in which the individual has a significant ownership or employment interest.

Section 8.2. Duty to Disclose. Any Director, Officer, or key employee who has an actual or potential conflict of interest shall promptly and fully disclose the conflict to the Board and shall provide all material facts relating to the conflict.

Section 8.3. Determining Conflicts. The Board shall determine whether a conflict of interest exists and whether to approve the proposed transaction. The interested person shall not be present during the discussion or vote on the matter.

Section 8.4. Procedures for Addressing Conflicts. If a conflict exists, the Board shall determine whether the transaction is fair and in the best interest of the Foundation after appropriate comparisons with similar transactions, and whether to proceed with the transaction. The Board's decision shall be documented in the meeting minutes.

Section 8.5. Annual Disclosure. Each Director, Officer, and key employee shall annually complete and sign a conflict of interest disclosure statement identifying any actual or potential conflicts of interest.

Section 8.6. Violations. If the Board has reasonable cause to believe that a person has failed to disclose an actual or potential conflict of interest, it shall inform the person and afford an opportunity to explain. If, after hearing the response, the Board determines a failure to disclose has occurred, it shall take appropriate corrective action.

ARTICLE IX

FINANCIAL MATTERS

Section 9.1. Fiscal Year. The fiscal year of the Foundation shall be the calendar year, beginning January 1 and ending December 31, unless otherwise determined by the Board.

Section 9.2. Budget. The Board shall adopt an annual budget prior to the beginning of each fiscal year. The budget shall be prepared by the Finance Committee and CEO (if any) and presented to the Board for approval.

Section 9.3. Financial Records. The Foundation shall maintain accurate and complete financial records in accordance with generally accepted accounting principles (GAAP). Financial records shall be available for inspection by Directors and shall be retained in accordance with the Foundation's document retention policy.

Section 9.4. Annual Audit. The financial statements of the Foundation shall be audited annually by an independent certified public accountant selected by the Board. The audit report shall be presented to the Board and made available to the public as required by law.

Section 9.5. Checks and Disbursements. All checks, drafts, and orders for payment of money shall be signed by such Officers or agents as the Board may designate. Disbursements over an amount determined by the Board shall require two signatures.

Section 9.6. Gifts and Donations. The Board may accept on behalf of the Foundation any gift, bequest, devise, or contribution for the general purposes or any special purpose of the Foundation, consistent with the Foundation's gift acceptance policy.

Section 9.7. Investment Policy. The Board shall adopt an investment policy governing the investment of Foundation funds. The Finance Committee shall oversee implementation of the investment policy and report regularly to the Board.

ARTICLE X

INDEMNIFICATION AND INSURANCE

Section 10.1. Indemnification. To the fullest extent permitted by law, the Foundation shall indemnify any Director, Officer, employee, or agent of the Foundation who was or is a party to any proceeding by reason of the fact that such person is or was a Director, Officer, employee, or agent of the Foundation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding.

Section 10.2. Advancement of Expenses. The Foundation may advance expenses incurred by a Director, Officer, employee, or agent in defending any proceeding prior to final disposition upon receipt of an undertaking to repay such amount if it is ultimately determined that the person is not entitled to indemnification.

Section 10.3. Insurance. The Foundation shall maintain Directors and Officers liability insurance to the extent reasonably available and in amounts deemed appropriate by the Board.

ARTICLE XI

DOCUMENT RETENTION AND DESTRUCTION

Section 11.1. Policy. The Board shall adopt a document retention and destruction policy that identifies the record retention responsibilities of staff, volunteers, Board members, and outsiders for maintaining and documenting the storage and destruction of the Foundation's documents and records.

Section 11.2. Compliance. The Foundation shall comply with all applicable federal and state laws regarding document retention and shall not destroy any documents that may be relevant to pending, threatened, or reasonably foreseeable litigation, government investigation, or audit.

ARTICLE XII

WHISTLEBLOWER PROTECTION

Section 12.1. Policy. The Foundation shall maintain a whistleblower policy that protects from retaliation any Director, Officer, employee, or volunteer who in good faith reports suspected misconduct, violations of law, or violations of Foundation policy.

Section 12.2. Non-Retaliation. The Foundation prohibits retaliation against anyone who in good faith reports a compliance concern or cooperates in an investigation. Any person who retaliates against a whistleblower shall be subject to discipline, up to and including termination.

ARTICLE XIII

AMENDMENTS

Section 13.1. Amendment Procedure. These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the Directors present at any regular or special meeting of the Board, provided that notice of the proposed amendment has been given to all Directors at least fourteen (14) days prior to the meeting. No amendment shall be made that would cause the Foundation to cease to qualify as an organization described in Section 501(c)(3) of the Code.

ARTICLE XIV

DISSOLUTION

Section 14.1. Distribution of Assets. Upon dissolution of the Foundation, the Board shall, after paying or making provision for the payment of all liabilities of the Foundation, distribute all remaining assets to one or more organizations that are organized and operated exclusively for charitable, educational, or scientific purposes and that qualify as exempt organizations under Section 501(c)(3) of the Code, or to a state or local government for a public purpose, as determined by the Board. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes.

CERTIFICATION

The undersigned Secretary of The Nash Group Community Foundation, Inc. hereby certifies that the foregoing Bylaws were duly adopted by the Board of Directors on the _____ day of _____, 2025.

Secretary

Date: _____

ATTESTED BY:

Chair of the Board

Date: _____