

**BYLAWS OF  
EUREKA FOUNDATION  
48-2155936**

**Revised 4 March 2011  
ARTICLE I**

Name – Location

Section 1. The name of the corporation shall be Eureka Foundation.

Section 2. The principal office of this corporation shall be at 416 E. Fifth Street, Eureka, Kansas 67045, and said office shall also be the registered office of the corporation in the State of Kansas.

**ARTICLE II**

Purpose

Section 1. This corporation is organized and chartered for the purpose of furthering the economic development of Eureka, Kansas and surrounding areas within the 67045 zip code, and promoting and assisting the growth and development of business concerns, including small business concerns, retail, manufacturing, and service in said area. The primary objectives of the corporation shall be to benefit the community as measured by increased employment, payroll, business volume, housing starts, and similar factors. Further, to take a position by majority vote of the Board of Directors on issues within the community that will influence economic development in any way.

Section 2. The corporation is intended to be not for profit under the laws of the United States and the State of Kansas.

Section 3. The term for which the corporation shall exist is in perpetuity.

**ARTICLE III**

Seal

Section 1. The Corporation seal shall have inscribed thereon the words “Eureka Foundation”

**BYLAWS OF  
EUREKA FOUNDATION  
48-2155936**

**ARTICLE IV**

General Membership

Section 1. The General membership shall consist of individuals who reside in Eureka or own and/or operate a business within Eureka and others who are interested in the economic development of the Eureka community. Members in good standing shall be those members who actively participate in the meetings and affairs of this corporation. Additional requirements to be a member in good standing of the Corporation shall be established each year by the Board of Directors at its annual meeting.

Section 2. The General Membership shall meet annually in March of each year at a time and place to be established by the President. The members shall be notified of the time and place of each meeting by mail at least one week prior to the meeting.

Section 3. Five of the Eight (8) Board of Directors will be elected by the General Membership as at-large board Members. A nominating committee appointed by the President will present a list of candidates, who have agreed to serve and accept the responsibilities of the office, to the General Membership at the March meeting. Additional candidates can be nominated from the floor, providing the candidate is present and receives two seconds. Each member in good standing will be allowed one vote per vacancy. Members shall not be allowed to accumulate their votes. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Director terms are from April 1<sup>st</sup> to March 31<sup>st</sup>.

**ARTICLE V**

Board of Directors

Section 1. Representation. Except as otherwise provided by the laws of the State of Kansas or the Articles of Incorporation or these Bylaws, the business, property, and affairs of the corporation shall be managed by a Board of Eight (8) Directors. Standing Board of Director Members shall be as follows: Permanent member organizations: The Greenwood County Economic Development Coordinator, the Eureka Mayor or his/her appointed representative and the Superintendent of USD 389 school district or his/her appointed representative. The five remaining members will be elected at-large by the General Membership. Three (3) of the initial Directors who serve as at-large members shall serve for 1 year. The other two (2) initial Directors who serve as at-large members shall serve for 3 years. Thereafter, terms of all at-large Board Members shall be three years. The length of terms of the initial at-large directors is to be determined by a drawing held at the first annual Directors meeting.

**BYLAWS OF  
EUREKA FOUNDATION  
48-2155936**

Section 2. Selection of Directors. During the month of February of each year, the President shall appoint a committee consisting of three (3) Directors of the corporation to serve as a nominating committee for the director positions to be filled at the March annual meeting of the General Membership.

Section 3. Candidates. Prior to the March meeting, the nominating committee shall present to the President a slate of at least one (1) candidate for each expiring at-large direct position to replace the at-large directors whose regular terms are expiring. Each candidate must agree to accept the responsibilities of a directorship. Directors will be elected to a three (3) year term of office.

Section 4. Publicity of Nominations. Prior to the March meeting of the general membership and upon receipt of the report of the nominating committee, the President shall notify the members at the March meeting of the names of persons nominated as candidates for director.

Section 5. Additional Nominees. At the March meeting names of candidates for directors can also be nominated from the floor providing the candidate is present and receives two seconds.

Section 6. Vacancies.

a) Elected Members. In the event that for any reason a vacancy occurs on the elected Board of Directors, the board will accept nominations from the floors at their next regular meeting. The vacancy shall be filled by the nominee who shall be approved by the affirmative vote of a majority of the members present and voting.

b) Permanent Member Organizations. In the event of the termination, dissolution, resignation or vacation by a permanent member organization, in writing to the Board or by Board acknowledgement, the Board at its discretion may solicit a replacement permanent member organization, elect to decrease the number permanent member organizations, or reinstate the organization.

Section 7. Powers. Subject to limitation of the Articles of Incorporation, of the Bylaws, and the laws of the State of Kansas, and subject to the duties of directors as prescribed by the bylaws; all corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be controlled by the board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to-wit:

a) To alter, amend or repeal the Bylaws of the corporation.

b) To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with their compensation, if any, and require from the security for faithful service.

**BYLAWS OF  
EUREKA FOUNDATION  
48-2155936**

- c) To conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with the law, or with the Articles of Incorporation or the Bylaws, as they may deem best.
- d) To change the principal office and registered office to the transaction of the business of the corporation from one location to another as provided in Article I thereof.
- e) To Adopt, make and use a corporate seal.
- f) To raise funds by soliciting donations, establishing membership dues, applying for grants, and/or any other activities that are not inconsistent with the Articles of Incorporation, the Bylaws, or the laws of the State of Kansas.
- g) To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, pledges, or other evidences of debt and securities therefore.
- h) To appoint an executive committee and other committees, and to delegate to such committees the powers and authority necessary to perform their delegated function.

**ARTICLE VI**

Meetings of Directors

Section 1. First Meeting. The first meeting of the Board of Directors of the corporation, for the election of officers, establishing specific requirements for membership, and for the transaction of such other business as is authorized to be transacted by the directors, shall be held in Eureka, Kansas on 7 February 2004 at 416 E. 5<sup>th</sup> Street, Eureka, KS 67045, or at such other place and time as the President may designate. Notice of the meeting shall be mailed to each member at least one week prior to the meeting.

Section 2. Monthly Meeting. The Board will meet at least monthly, as scheduled by the President.

Section 3. Special Meeting. A special meeting of the directors may be called at any time by the President, or by a vote or request in writing of a majority of the Board of Directors. Special meeting shall be held at the registered office of the corporation or at such other place as the President may designate.

Section 4. Notice. Notice of any special meeting shall be given at least 3 days previously thereto by written notice or by telephone. If mailed, such notice shall be deemed to be

**BYLAWS OF  
EUREKA FOUNDATION  
48-2155936**

delivered when deposited in the United State Mail so addressed with postage thereon prepaid. The notice of any directors meeting shall also set forth the purpose or purposes for which said meeting is to be held.

Section 5. Voting. Directors may vote at all directors meetings either in person or by proxy executed in writing by the director by a duly authorized attorney, provided that all proxies and/or powers of attorney, or authenticated copies thereof, shall be filed with the secretary of the corporation and by him/her preserved with the records of the corporation.

Section 6. Quorum. A majority of the total number of directors entitled to vote shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the articles of incorporation.

Section 7. Attendance.

a) Elected members of the Board of Directors who miss six (6) regular and/or special meetings per year will automatically be removed from their position. The Secretary will notify the director in writing of this attendance policy after the fifth (5<sup>th</sup>) missed meeting. The Board, at its discretion, may fill the vacated position as prescribed in these bylaws with the same person to mitigate any extenuating circumstances.

b) The Board will request a new representative from any permanent member organization if their representative misses four (4) meetings per year. The Secretary will notify the director and the director's organization of this attendance policy after the third (3<sup>rd</sup>) missed meeting. The Board will assume the permanent member organization has vacated their directorship position after six (6) meetings have been missed in one (1) year. An affirmative majority vote of the members present and voting will reinstate any permanent member organization that requests reinstatement in writing.

**ARTICLE VII**

Officers

Section 1. Officers. The corporation shall have a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected annually by the Board of Directors at its first annual meeting or at a special meeting held in lieu thereof. They shall hold their offices until their successors are chosen and qualified, unless the respective term of office has been terminated by death or resignation in writing duly filed in the office of the corporation. The above officers must be qualified members of the Board of Directors.

**BYLAWS OF  
EUREKA FOUNDATION  
48-2155936**

Section 2. Annual Reorganization of the Board. Prior to February 1, of each year the Board will meet, qualify, and elect the following officers: President, Vice President, Secretary and Treasurer.

Section 3. Election of Officers. Election of officers will be by ballot when more than one candidate is nominated for any office.

Section 4. Bond. The Board of Directors may require any or all of the officers to give bond for the faithful performance of their duties in such sum and with such sureties as said Board of Directors may provide.

Section 5. Staff or Agents. The Board of Directors may appoint or hire staff or agents to perform such duties as the Board of Directors may delegate.

Section 6. Resignations. Any officer or directors may resign at any time by filing his resignation in writing in the office of the Secretary of the corporation. The acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. Vacancies occurring in the offices of President, Vice President, Secretary or Treasurer shall be filled for the unexpired portion of the term by the Board of Directors.

Section 8. President. The President shall:

- a) Serve as the head of the corporation and shall preside at all meetings of the Board of Directors;
- b) Determine the need for any ad hoc committees pertinent to the operation of the corporation and, with approval of the Board of Directors, select the ad hoc committee members and chairmen;
- c) Perform such other duties as may be incidental to the office of the President.

Section 9. Vice-President. The Vice President shall:

- a) Perform the duties of the President in the event of the absence or disability of the President;
- b) Perform such other duties as shall from time to time be imposed upon him by the Board of Directors or President.

**BYLAWS OF  
EUREKA FOUNDATION  
48-2155936**

Section 10. Secretary. The Secretary shall:

- a) Record all of the proceedings of the meetings of the corporation and directors in a book to be kept for that purpose;
- b) See that all notices are given in accordance with the provisions of these Bylaws or as required by law;
- c) Be custodian of the records and of the seal of the corporation.
- d) See that the books, reports, statements, certificates, and all other documents and records required by law are properly made, kept, and filed; and
- e) In general, perform all duties incident to the office of Secretary, and such other duties as are provided by these Bylaws and as from time to time are assigned to him by the Board of Directors or President.

Section 11. Treasurer. The Treasurer shall:

- a) Have charge and custody of all funds and securities of the corporation and shall deposit the same in such bank or trust company as shall be designated by the Board of Directors;
- b) Render a statement of the corporation of the finances of the corporation at each monthly meeting and a complete financial report at the annual meeting of the Directors, if called upon to do so;
- c) Receive, and give receipt for, monies due and payable to the corporation;
- d) Pay, and receive receipt for, monies owed and payable by the corporation; and
- e) In general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors.

**ARTICLE VIII**

Fiscal Year

Section 1. The fiscal year of the corporation shall begin on the 1<sup>st</sup> day of January and terminate on the 31<sup>st</sup> day of December, until and unless otherwise provided by resolution of the Board of Directors.

**BYLAWS OF  
EUREKA FOUNDATION  
48-2155936**

**ARTICLE IX**

Termination

Section 1. In the event of the termination and dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the corporation shall go and be distributed to such nonprofit charitable corporation, municipal corporation, or corporations, as may be selected by the Board of Directors of this corporation so that the business properties and assets of this corporation shall then be used for, and devoted to, the purpose of the public good. In no way shall any of the assets or property of this corporation, or the proceeds of any assets or property, in the event of dissolution, go or be distributed to members, either for the reimbursement of any sums described, donated, or contributed by such members, or for any other such purpose.

**ARTICLE X**

Miscellaneous and General Provision

Section 1. Depositories. The Board of Directors shall designate the banks or trust companies in which shall be deposited from time to time the money or securities of the corporation.

Section 2. Documents. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed as provided for the resolution of the Board of Directors.

Section 3. Waiver of Notice. Except as otherwise provided by the laws of Kansas, any director, or officer may waive any notice that the law or these Bylaws require to be given him. A waiver of notice sent by telegram shall be deemed to be a waiver of notice in writing signed by the party sending the same. The presence of a director or officer at any meeting shall constitute a waiver by him of notice of such meeting; and notice of any meeting may be waived either before or after such meeting.

RATIFIED BY BOARD OF DIRECTORS ON 4 March 2011

---

Lisa Moots, President

---

Steve Coulter, Vice-President