

Bylaws

For

Nevis Community Foundation Inc.

ARTICLE I Corporation/Foundation

Section 1.1. Corporate/Foundation Name. The name of the Foundation shall be “Nevis Community Foundation, Inc.” Is a Nevis not-for-profit Entity.

Section 1.2. Foundation Offices. The Foundation shall have and continuously maintain a registered office in Nevis and may have other offices within or without Nevis as the Board of Directors may from time to time determine.

ARTICLE II Mission

Section 2.1 Mission. The purpose for which this Foundation exists is to stimulate private and public philanthropy dedicated to enhancing the quality of life in Nevis, strengthen the community's nonprofit organizations, and support projects that offer unique solutions to community needs. The mission of this Foundation shall be: Connecting people who care with causes that matter.

Section 2.1 A “Class Of Beneficiaries “

Class of Beneficiaries is set out in the Foundation’s Mission Statement

ARTICLE III Membership

Section 3.1 Memberships. The Foundation shall have members. All Officers, Directors and management personnel and members of the public who declare an interest in becoming a member shall be referred to as “Members.”

ARTICLE IV Board of Directors

Eligibility and election

Section 4.1 Numbers and Term of Office. The Board of Directors shall consist of not less than 7 and not more than 11 persons per the Articles of Incorporation. Four directors, but not a majority of Directors, should be donors to the Foundation . The Board Of Directors do not need to be belongers or permanent residents of Nevis, but as a group, Board Directors should be representative of a broad spectrum of the Nevis population. Directors who are not permanent residents need to be qualified, for example through having an alien land holders licence.

The number of directors may be increased or decreased from time to time by vote of a majority of the directors. Each director, except one appointed to fill a vacancy, shall be elected to serve a three-year term and is eligible to serve two (2) additional three- year terms.

Section 4.2 Duties. The Board of Directors has oversight and authority over the affairs of the Foundation subject to any limitation(s) set forth in the Articles of Incorporation. The “Management Board” will oversee the operation of the NCF. Its duties include, providing proper oversight ensuring that the Foundation adhere to the bylaws and Code of Conduct established by the Foundation and the legislative Companies Act of Nevis.

Section 4.3 Vacancies. The sitting Board shall elect new Directors of the Board from a slate of nominees recommended by the Nominating Committee (refer to Article VII), except that any person standing for re-election must absent himself from the voting.

Vacancies on the Board of Directors, if filled, shall be filled by a majority vote of the remaining directors. Directors so selected shall serve for the unexpired term of their predecessor or until their successor is elected by the Board at a future Board meeting or at a special meeting called for that purpose.

Section 4.4. Removal of Directors. In the event of removal of a director, the Board shall proceed with such removal in the manner provided in the Companies Ordinance CAP 7.06 section 73, as amended from time to time. A Director may be removed with or without cause by a simple majority vote of the Board of Directors. In addition, if Director misses three Board meetings in a year, without giving notice, he or she will be considered to have resigned from the Board of Directors.

Section 4.5. Remuneration of Directors. No director shall receive any compensation for serving the Foundation as a Director; except for approved expenses actually incurred in the service of this Foundation.

ARTICLE V Officers of the Foundation

Section 5.1 Officers. The officers of the Foundation shall be elected by the Board of Directors and shall consist of the Chair, Vice-Chair, Secretary and Treasurer, each elected from among the members of the Board. The Board Chair shall be elected for a two-year term with the option, if reelected each election year, to serve two additional two-year terms. All other officers shall hold office for a two-year term and may be re-elected for one additional one-year term.

Section 5.2 Chairs. The Chair shall have all the duties, which that position would customarily require, including chairing all meetings of the Board of Directors, and all other duties assigned to the Chair under these bylaws or by Board resolution. The Chair shall be an ex officio member of all committees and task forces.

Section 5.3 Vice-chairs. The Vice Chair shall act in the absence or inability of the Chair to perform the duties of the Chair, exercise the powers of the Chair and shall perform such other duties that may be required by the Board of Directors or the Chair.

Section 5.4 Secretaries. The Secretary shall be responsible for seeing to the custody of all Foundation records and the keeping of a record of proceedings of meetings of the Board. The Secretary may appoint members of the Board or employees of the Foundation, as shall be deemed appropriate, to accomplish the ministerial functions of the office. The Secretary shall see that notice of all meetings of the Board of Directors is given appropriately and shall perform such other duties as may be proscribed by the Board of Directors or the Chair.

Section 5.5. Treasurer. The Treasurer shall ensure that adequate and correct accounts of the properties and business transactions of the Foundation, including accounts of the Foundation's assets, liabilities, receipts, disbursements, gains, losses, capital and surplus, are kept and maintained.

Section 5.6 Chief Executive Officer (CEO). The Board of Directors may employ and fix compensation of the CEO who shall have direct responsibility for managing the affairs of the Foundation. The CEO shall be primarily responsible for the implementation of policies of the Board of Directors and shall have authority over management and direction of the day-to-day business and operation of the Foundation, subject only to the ultimate authority of the Board of Directors. The CEO serves as an ex-officio, voting member of the Board of Directors and all committees and task forces of the Foundation. The CEO shall perform all duties incident to the office of the CEO and the Board of Directors may assign such other duties as from time to time.

ARTICLE VI Meetings of the Board

Section 6.1 Place of Meetings. The meetings of the Board of Directors may be held at the principal office of the Foundation or at any place within Nevis that a majority of the Board of Directors may from time to time by resolution designate. Members of the Board may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6.2 Annual Meeting of the Board. The annual meeting of the Board of Directors shall be held during the month of April at the principal office of the Foundation, or the Board of Directors for the purpose of electing the directors and officers may designate such other place as from time to time, and transacting such other business as shall be desirable.

Section 6.3 Regular Meetings of the Board. In addition to the annual meeting described in Section 6.2, the Board of Directors shall hold regular meetings at least once each calendar quarter at the principal office of the Foundation or the Board Chair may designate such other location as. Written notice of each regular meeting, setting forth the date, time and place of the meeting shall be given to each director at least five days before the meeting.

Section 6.4 Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair, the CEO, or by any three members of the Board. Written notice of each special meeting, setting forth the date, time and place of the meeting shall be given to each director at least two days before the meeting.

Section 6.5. Waiver of Notice. A director may waive, in writing, notice of any meeting of the Board either before or after the meeting; his or her waiver shall be the equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting and a waiver of any and all objections relating to that meeting, unless the Director attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting has not been lawfully called or convened.

Section 6.6 Quorum. At meetings, 5 of the Board of Directors, in office shall be necessary to constitute a quorum for the transaction of business.

Section 6.7 Act of Board of Directors. The affirmative vote of a majority of the directors' present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the Articles of Incorporation or these Bylaws require the vote of a greater number.

Section 6.8 Informal Actions. Between Board meetings, if all the Directors consent in writing to any action taken or to be taken by the Foundation and the writing or writings evidencing their consent are filed in the minutes or the proceedings of the Board, the action shall be as valid as though it had been authorized at a meeting of the Board.

ARTICLE VII Committees and Task Forces

Section 7.1. Committees and Task Forces. The Chair of the Board of Directors shall recommend the creation of Committees and Task Forces, as needed, and shall name the person or persons to chair each committee and task force, with the approval of the Board of Directors. There shall be three required Committees of the Foundation: the Community and Grants Committee, the Nominating Committee and the Donor and Finance Committee. Each of these Committees shall consist of no fewer than 3, and no more than 5, Board Directors. Once a year, the Council shall decide which of its Directors will serve on these Committees for the coming year. These Committees shall be charged with specific duties as agreed by the Directors, and shall bring their recommendations to the Board at large for approval and resolution.

Article VIII Conflicts or Duality of Interest

Section 8.1 Conflicts of Interest. The Foundation shall maintain an affirmative policy that requires real and apparent conflicts of interest and dualities of interest be disclosed at least annually or promptly and fully when a conflict arises to all necessary parties. Further, the policy shall prohibit specified involvement in the affairs of the Foundation by persons having such conflicts.

ARTICLE IX Indemnification and Insurance

Section 9.1. Indemnification. The Foundation shall provide indemnification for every officer, director, employee and agent of this Foundation as stated in the Companies Ordinance CAP 7.06 section 99, as amended from time to time, against liability incurred in good faith in connection with services or duties performed for or on the behalf of the Foundation.

Section 9.2 Insurance. The Foundation, to the extent permitted by law, shall purchase and maintain insurance to cover any person who is or was a Director of the Foundation or who is or was serving at the request of the Foundation against any liability or claim asserted against said person incurred while acting for and on behalf of the Foundation.

Article X Nondiscrimination

Section 10.1 Non-discrimination. The Foundation protects the right of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any person with whom it deals because of race, religion, color, gender, age, disability, sexual orientation, or national origin.

ARTICLE XI Amendments

Section 11.1 Amendment Procedures. These Bylaws may be amended by an affirmative vote of a majority of the members of the Board of Directors then serving at the annual meeting or any regular or special meeting of the Board, provided that the full text of such proposed amendment shall have been published in or with the notice of the meeting. These Bylaws will be reviewed periodically for the purpose of keeping the same current and in consonance with the aims and objectives of the Foundation.

ARTICLE XII Distribution of Assets

Section 12.1 Dissolution. Upon dissolution and liquidation of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purpose of the Foundation in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization under the Companies Ordinance CAP 7.06 Section 337 (2) as amended, as the Board of Directors may

determine. A court of competent jurisdiction in Nevis shall dispose of any assets not so disposed of exclusively for such purposes or to such organization or organizations as such court shall determine.

Adopted by the Board of Directors on August 2018

Name- Director

Name- Secretary