

# **NON-PROFIT BYLAWS OF KANSAS CITY P.R.I.D.E. COMMUNITY ALLIANCE**

## **PREAMBLE**

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Missouri and the Articles of Incorporation of Kansas City P.R.I.D.E. Community Alliance. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Missouri, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of KCPCA, it shall then be these Bylaws which shall be controlling.

## **ARTICLE 1 – NAME**

The legal name of the Non-Profit Corporation shall be known as the Kansas City P.R.I.D.E. Community Alliance and shall herein be referred to as "KCPCA".

## **ARTICLE 2 – PURPOSE**

The purpose for which KCPCA is formed is set forth in the attached Articles of Incorporation.

KCPCA is established within the meaning of IRS Publication 557 Section 501(c) (3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively to provide educational opportunities, support, social activities, and advocacy to enrich the lives of LGBTQ+ people in an inclusive environment for all.

In addition, KCPCA has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, KCPCA shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

KCPCA shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Missouri and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. At no time and in no event shall KCPCA participate in any activities which have not been permitted to be carried out by a KCPCA exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

### **ARTICLE 3 – OFFICES**

The principal office of KCPCA shall be located at 208 Westport Rd, Kansas City, Missouri 64111.

KCPCA may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of KCPCA may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

### **ARTICLE 4 – DEDICATION OF ASSETS**

The properties and assets of KCPCA are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of KCPCA, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this KCPCA. On liquidation or dissolution, all remaining properties, and assets of KCPCA shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

### **ARTICLE 5 – BOARD OF DIRECTORS**

#### **General Powers and Responsibilities**

KCPCA shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Missouri. The Board shall establish policies and directives governing business and programs of the Corporation.

#### **Number and Qualifications**

The Board shall have up to Nine (9) members, but no fewer than five (5) Board members. The number of Board members may be increased beyond Nine (9) members by the affirmative vote of a simple majority of the then-serving Board of Directors. A Board member need not be a resident of the State of Missouri.

In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which will have the same rights and obligations, including voting power, as the other directors.

#### **Board Compensation**

The Board shall receive no compensation. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Corporation in any other capacity and receiving compensation for services rendered.

#### **Board Elections**

The Governance Committee, if created, shall present nomination for new and renewing Board members at the annual membership meeting to be determined by the board of directors. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by simple majority of those Board members at a Board meeting at which a quorum is present. If no Governance Committee is created, then this duty shall fall upon another committee created for that purpose or upon the Board of Directors.

### **Term of Board**

All appointments to the Board shall be for a term of 2 years. No person shall serve more than 2 consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 1-2 additional year(s). No person shall serve more than 6 consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after 1 year has passed since the conclusion of such Board member's service.

### **Vacancies**

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The unexpected opening of a board position will be announced to the general local community via email solicitation, social media and/or local print media, at which time requests for nominations will be made. The notice and announcement shall specifically identify the vacant position and explain the procedure and deadline for nomination of the position. Nominations will close, and an individual will be chosen by the board from among the qualified candidates. A vacancy of any directors appointed by the MBA shall be filled by the MBA in accordance to its bylaws.

A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his/her predecessor in office.

### **Resignation**

Each Board member shall have the right to resign at any time upon written notice thereof to the President or the Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

### **Removal**

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmation of a two-thirds majority of then-serving Board members.

### **Meetings**

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President or any 4 regular Board members may call a special meeting of the Board with 5 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

### **Minutes**

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within two (2) business days after the close of each Board meeting.

### **Action by Written Consent**

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Corporation and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures, and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

### **Quorum**

At each meeting of the Board of Directors or Board Committees, the presence of a majority of the sitting board members shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. The act of the majority of the Board members serving

on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

### **Voting**

Each Board member shall only have one vote.

### **Proxy**

Members of the Board shall not be allowed to vote by written proxy.

### **Board Member Attendance**

An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President his/her commitment to the Corporation. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

## **ARTICLE 6 – OFFICERS**

### **Officers and Duties**

The Board shall elect officers of the Corporation which shall include a President (Chair of the Board), a Vice President, a Secretary, a Treasurer, and such other officers as the Board may designate by resolution but in no case less than 1 officer to prepare minutes of the directors' and members' meetings and authenticate the records of the Corporation. The same person may hold any number of offices. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the President, and/or Secretary of the Corporation, without bias or predisposition to all rights, if any, of the Corporation under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the

resignation effective.

The rights and duties of the board shall include, but not be limited to:

1. Attendance at all regularly scheduled meetings of the board
2. Decide the policies and actions of KCPCA and implement the objectives of the group
3. Receive and review committee recommendations
4. Adopt a proposed annual budget
5. Approve all unbudgeted expenditures in excess of \$500.00 and approve all budgets for projects and special events as to be determined by the board.
6. Obtain a minimum of two (2) bids for all expenditures to any specific vendor in excess of \$1,000.00. The member who is responsible for overseeing the event or activity incurring the expense shall be responsible for obtaining the bids and submitting them to the Financial Director for review. However, any expenditure in excess of \$1,000.00 shall additionally require board approval.
7. Conduct any and all business of KCPCA, unless otherwise specified by the Bylaws herein, by a majority vote of the directors present, as long as they constitute a quorum.
8. Conduct an annual review of the financial records by an external neutral party.

#### **Role of the President (Chair of the Board)**

1. Call meetings of the board or special meetings
2. Chair Board meetings
3. Provide an agenda for each meeting
4. Accept nominations for open board positions and present same to standing board members for vote of approval/disapproval
5. Appoint and/or remove event Directors not serving on the actual board
6. Assign another board member to act as President in his or her absence
7. All other duties as assigned by the board

#### **Role of the Vice President**

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the

President.

**Role of the Secretary**

1. Handle all correspondence as recommended by the board
2. Record the minutes of the board meetings and provide all board members with a copy of the minutes of the previous board meetings
3. Make the minutes available upon request
4. Maintain a KCPCA archive
5. Maintain a manual of policies and procedures passed by the Board
6. All other duties as assigned by the board

**Role of the Treasurer**

1. Be responsible for the receipt, deposit, and accounting of the general funds of KCPCA
2. Approve unbudgeted expenditures under \$1,000
3. Provide to the board a monthly financial report, including statement of revenue and expenditures
4. Act as chair of the finance committee
5. Propose an annual budget for review by the Board
6. Prepare and provide the board an end-of-the-year balance sheet and income/expense summary at the Annual board meeting.
7. Review two bids if an expense exceeds previously approved budget or as directed by the board
8. Oversee the financial aspects of fundraising activities
9. Provide for timely tax returns/filings
10. Appoint a Sergeant-At-Arms if necessary
11. All other duties as assigned by the board

**Role of Board Members at Large**

1. Provides assistance on special projects wherever needed, including serving in an area director role
2. Take minutes at board meetings in the Secretary's absence

3. All other duties as assigned by the board

## **ARTICLE 7 – COMMITTEES**

### **Committees of Directors**

The Board of Directors may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least two (2) directors and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- c) Fix compensation of the directors serving on the Board or on any committee.
- d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- f) Appoint any other committees of the Board of Directors or their members.
- g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation otherwise than in the usual and regular course of its business; or revoke any such plan.
- h) Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall compel the Corporation in a contract or agreement or expend Corporation funds.



### **Meetings and Actions of Committees**

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 - Committees of these Bylaws concerning meetings and actions of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporation records. The Board of Directors may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or employees of the Corporation whom the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

### **Executive Committee**

Pursuant to Article 7 - Committees, the Board may appoint an Executive Committee composed of a minimum of two (2) directors, to serve on the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have, and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board, provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 7 - Committee of Directors. The Secretary of the Corporation shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.

### **Audit Committee**

The Board, at its sole discretion, may create an Audit Committee, which may review any other committee's operations, and may be comprised of one or more persons including persons other than directors of the Corporation. The Audit Committee shall make recommendations to the Board of Directors regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board to negotiate the auditor's salary. The Audit Committee shall consult with the auditor to assure its members that the financial affairs of the Corporation are in order, and after review shall determine whether to accept the audit. It shall also be the responsibility of the Audit Committee to ensure that the auditor's firm adheres to the standards for auditor independence, as set forth in the latest version of the Government Auditing Standards, which have been published by the Comptroller General of the United States, or any standards established and published by the Attorney General of Missouri. The membership of the Audit Committee, if created, shall not include the following persons:

- a) The President of the Board;
- b) The Treasurer of the Corporation;
- c) Any employee of the Corporation; or
- d) Any person with a material financial interest in any entity doing business with the Corporation.

### **Finance Committee**

The Finance Committee, if created, shall be responsible for making sure the Company/Organization's financial reports are accurate. It shall also oversee the budget and perform other duties like establishing reserve funds, lines of credit and investments. In the event that the Board should appoint a Finance Committee, the members of said Finance Committee must comprise less than one-half (1/2) of the membership of the Audit Committee, and the Chair of the Finance Committee shall not serve on the Audit Committee.

### **Governance Committee**

The Governance Committee, if created, shall be responsible for the health and functioning of the Board. It shall be in charge of recruiting new members, conducting orientations, producing board materials, and evaluating the performance of the Board itself. The Governance Committee shall also be responsible for ensuring the effectiveness of the current Board, establishing priorities for Board composition, plan for Board director recruitment and succession, oversee Board development and take the lead in performing Board evaluations.

### **Marketing Committee**

If created, a Communications Committee shall handle all matters that relate to communicating with donors, stakeholders, and others. This Committee shall also oversee all newsletters, official communications, social media platforms, online presence, and contacts with the media.

### **Fundraising Committee**

The Board, at its sole discretion, may also create a Fundraising Committee which shall ensure and contribute well-planned fundraising initiatives for the Company/Organization. In addition, this Committee shall identify potential sources of funds, take an active role in enhancing the Board's awareness of fundraising opportunities, explore opportunities for enhanced public relations and fundraising, and provide an annual review of the performance of the Organization's fundraising plan.

## **ARTICLE 8 - STANDARD OF CARE**

### **General**

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information,

opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the Corporation whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence,

so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

### **Board Ethics**

All Board members shall be required to subscribe to the following standards of ethics and conduct:

We as Board members of Kansas City PRIDE Community Alliance, strive to recognize, promote, and improve LGBTQ+ citizens and the LGBTQ+ business community and to that end, agree to be honor bound by these Standards of Business Conduct and Ethics:

A Board member will conduct business with honesty, integrity, and fairness with respect to customers, clients, and employees alike.

A Board member will be accessible and accountable to customers or clients and make every reasonable effort to act for the customers' or clients' best interest and benefit.

A member will not discriminate based upon race, color, creed, religion, national origin, ethnicity, age, disability, marital status, gender, gender expression, or sexual orientation.

A Board member will be responsible at all times for truthful business practices in the promotion of Kansas City PRIDE Community Alliance and its products or services.

A Board member will conduct business with strict adherence to the laws of the state where located and to business or professional codes existent in accordance with generally accepted business practices.

A Board member will support the ideas and goals of this organization, as well as support the LGBTQ+ community in general, in a constructive and positive manner.

**Board Member Code of Conduct**

Board members must agree to support and be bound by the following guidelines of professional conduct to assure effective and ethical decision-making and governance regarding KCPCA business:

1. Be deliberate in responsibility to KCPCA by preparing for board meetings and decision making, preparing necessary reports, providing updates on assigned responsibilities, and considering the need for and request any additional information in advance of board meetings.
2. Base decisions regarding KCPCA business on all available facts in each situation, taking into consideration the views of fellow board members.
3. Make decisions in the best interest of KCPCA as a whole and strive to keep personal bias or the views of special interest at a minimum.
4. Agree to accept, support, and implement all decisions by the Board agreed upon by the voting process and Roberts Rules of Order.
5. Provide an environment conducive to comprehensive analysis of issues, and assessment of benefits and risks of action or inaction, in an open dialogue between members of the Board.
6. Encourage and support effective teamwork and community building amongst the Board and the general community.
7. Agree not to speak or act for KCPCA unless specifically directed to do so. Agree not to present opinions about KCPCA business unless those opinions have been approved in advance by the Board or unless those opinions are clearly expressed as a personal opinion and not necessarily the views of the KCPCA corporation.
8. Agree not to discuss matters deemed confidential by the Board outside of Board meetings without the express written permission of the President.

9. Agree to abide by KCPCA's policies on conflicts of interest and strive to avoid even the appearance of such conflicts.

10. Accept responsibility for the business of the Board and think proactively. Agree to refrain from complaining about the business of the Board without offering a potentially effective solution(s).

11. Agree to treat colleagues respectfully and recognize that all board members contribute to the mission and guiding principles of KCPCA. Agree to use adaptive conflict resolution skills that focus on the issues, rather than personalities or individuals.

12. Agree to abide by the Bylaws of KCPCA and any and all other policies adopted by the Board.

13. Understand that any infractions made under this section of the bylaws may result in removal from board service as provided by under Article 5.

### **Loans**

The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Missouri Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

### **Conflict of Interest**

The purpose of the Conflict of Interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

### **Restriction on Interested Directors**

Not more than 0% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

### **Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

### **Establishing a Conflict of Interest**

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

### **Addressing a Conflict of Interest**

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The President of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

### **Violations of Conflict of Interest Policy**

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested

person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Procedures and Records**

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

### **Acknowledgement of Conflict of Interest Policy**

Each director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that the Corporation is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Violation of Loyalty - Self-Dealing Contracts**

A self-dealing contract is any contract or transaction (i) between this Corporation and one or more of its Directors, or between this Corporation and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between this Corporation and a corporation, firm, or association of which one or more of its directors are Directors of this Corporation. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves, or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said interested Director(s));

- b) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith—without counting the vote of the interest Director(s)—and the contract is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified; or
- c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

### **Indemnification**

To the fullest extent permitted by law, the Corporation shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

## **ARTICLE 9 – EXECUTION OF CORPORATE INSTRUMENTS**

### **Execution of Corporate Instruments**

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation shall be executed, signed, and/or endorsed by the President, Vice-



President, Treasurer and Secretary as well as any board director designated to with such authority by the board..

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

### **Loans and Contracts**

No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

## **ARTICLE 10 – RECORDS AND REPORTS**

### **Maintenance and Inspection of Articles and Bylaws**

The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

### **Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns**

The Corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

### **Maintenance and Inspection of Other Corporate Records**

The Corporation shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation shall turn over to his or her successor or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

### **Preparation of Annual Financial Statements**

The Corporation shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Corporation shall make these financial statements available to the Missouri Attorney General and members of the public for inspection no later than 14 days after the close of the fiscal year to which the statements relate.

### **Reports**

The Board shall ensure an annual report is sent to all directors within 14 days after the end of the fiscal year of the Corporation, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year.
- d) The information required by the Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

### **ARTICLE 11 – FISCAL YEAR**

The fiscal year for this Corporation shall end on December 31.

### **ARTICLE 12 – AMENDMENTS AND REVISIONS**

These bylaws may be adopted, amended, or repealed by a simple majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations, therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed by that greater vote.

### **ARTICLE 13 – CORPORATE/ORGANIZATION SEAL**

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Corporation. Failure to affix the seal to any

corporate/organization instrument, however, shall not affect the validity of that instrument.

#### ARTICLE 14 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

**CERTIFICATE OF SECRETARY**

I, Tony Medina, certify that I am the current elected and acting Secretary of the Corporation, and the above bylaws are the bylaws of this Corporation as adopted by the Board of Directors on September 29, 2020, and that they have not been amended or modified since the above.

***EXECUTED*** on this     day of \_\_\_\_\_, in the County of Jackson in the State of Missouri.

\_\_\_\_\_

(Duly Elected Secretary)

**AMENDMENT NO. 1  
TO THE BYLAWS OF  
KANSAS CITY P.R.I.D.E. COMMUNITY ALLIANCE**

1. The Bylaws of Kansas City P.R.I.D.E. Community Alliance (“KCPCA”) are hereby amended solely to update and correct grammar and punctuation usage.
2. The Bylaws remain in full force and effect.
3. This Amendment No. 1 to the Bylaws was approved by the Board of Directors of KCPCA on January 26, 2021 and became effective immediately.

## NONPROFIT GOVERNANCE BY STATE

<i>STATE</i>	<i>DIRECTORS</i>	<i>OFFICERS</i>	<i>MEMBERS</i>
<b>MISSOURI</b>	<ul style="list-style-type: none"> <li>• <b>Number:</b> minimum 3</li> <li>• <b>Qualifications:</b> natural person; no residency requirement; no membership requirement</li> <li>• <b>Term:</b> default is 1 year, 6 year maximum</li> <li>• <b>Quorum:</b> majority</li> <li>• <b>Committee:</b> minimum 2 directors</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Required:</b> A chairman or president or both, a secretary, a treasurer; others as deemed necessary and appointed by the board</li> <li>• <b>Other:</b> two or more offices may be held by the same person</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Members:</b> optional</li> <li>• <b>Annual Meeting:</b> required</li> <li>• <b>Quorum:</b> 1/10th votes</li> </ul>