

7-1-2020

BY-LAWS
OF
KANSAS CITY DIVERSITY COALITION

Article I. Name

- A. The name of the Corporation shall be Kansas City Diversity Coalition (“Corporation”).

Article II. Mission Statement

The mission statements of KCDC are:

- A. To facilitate leadership and coalition building for the empowerment of LGBTQIA individuals in the Kansas City Metro Area through Advocacy, Education, and Community Development.
- B. To offer a broad range of activities and initiatives which reach out to young and old, gay and questioning, families and singles, people of all colors, all socioeconomic classes, and cultural and spiritual backgrounds, through various community events.

Notwithstanding any other provision of these Bylaws:

1. The Corporation shall not carry on any activity or use any portion of the assets of the Corporation for any purpose, which is not permitted to a corporation organized under the Missouri Nonprofit Corporation Law of the State of Missouri.
2. The Corporation shall not carry on any activity or use any portion of the assets of the Corporation for any purpose, which is not permitted to an organization, which is exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986.
3. The Corporation shall operate at all times in such a manner that contributions to the Corporation will be deductible by the donors thereof under Section 170, 2055, 2106 and 2522 of the Internal Revenue Code of 1986, to the extent that such sections shall be applicable and to the extent permitted thereby.

Article III. Membership

- A. The Corporation shall have Members with rights to vote for Board of Directors & Officers of the Board (“Board”) and on whether the Corporation should be dissolved. Members cannot vote proxy. The Board shall, by resolution, determine the terms and conditions of all members.
- B. Any individual who is interested in the furtherance of purpose of this organization and who complies with the other qualifications stated herein is eligible for membership in the Corporation.
- C. The Board will establish membership categories, if any, and requirements.

- D. Resignation of Members shall be made in written form to the Secretary. A Member may also be expelled for cause such as violation of the Bylaws of the Corporation or for conduct prejudicial to the best interest of the Corporation. Before being expelled, a Member shall receive no less than fifteen (15) days' notice of the action; the notice shall contain with reason for the action and the opportunity to be heard by the Board at least five (5) days before the effective date thereof.
- E. When any Member shall be in default in the payment of dues for a period of thirty (30) days, the membership shall be considered to be voluntarily terminated unless special arrangements are made with the Treasurer for payment of dues in arrears.
- F. Members cannot act without a membership meeting.
- G. The Board shall prominently notify Members, with at least ten (10) days' notice, of membership meetings, and the notice of any special meeting shall include the reasons for the meeting and the agendas shall be limited to the issues contained in the meeting.
- H. The record date shall be fourteen (14) days before the meeting.
- I. A quorum of the Members shall be those present at a meeting.

Article IV. Board of Directors

- A. There shall be at least three (3) and no more than ten (10), of which no more than two (2) can be at-large, Directors of the Board ("Directors"). All Directors shall be Members of the Corporation. All Directors shall attend all regular meetings of the Board, or shall present valid excuse for non-attendance, and shall participate in the activities of the Corporation.
- B. At the Annual Meeting of the Corporation, members shall elect by majority voice vote applicable Director positions to serve a term of two (2) years beginning on September 1st. Directors shall be elected on a rotating basis with half elected each year.
- C. Resignation of a Director shall be in writing to the President.
- D. The Board may increase or decrease the numbers of Directors [to not less than three (3)] by amending the Bylaws.
- E. A Director may be removed from the Board only by a vote of seventy-five percent (75%) of the Board members present at any Board meeting where there is a quorum present, unless such removal is due to a member's failure to attend three (3) consecutive Board meetings, and in that case the vote need only be a majority of the Board present at any Board meeting where a quorum is present.

Article V. Officers of the Board of Directors

- A. The Officers of the Board of Directors (“Officers”) shall be President, Vice-President, Secretary, and Treasurer and such other Officers as the Board shall determine.
- B. At the Annual Meeting of the Board, Officers shall be elected by majority vote via voice vote of the Members to serve a term of three (3) years to run from September 1st through August 31st of their elected term.
- C. Officer nominations shall be made by Board members.
- D. Resignation of an Officer shall be in writing to the President.
- E. Duties of the officers are:
 - 1. The **President** shall preside at all meetings of the Board, unless the Board decides otherwise, call special meetings as necessary, oversee the day to day operations of the Corporation (subject to the directions of the Board), and have such other duties and authority as are usual to this office and as determined by the Board.
 - 2. In the event of absence, death, incapacity, inability or refusal of the President to act, the **Vice-President** shall be vested with all power to perform all duties of the office of the President, The Vice-President shall have such other duties and authority as are usual to this office and as determined by the Board.
 - 3. The **Secretary** shall be responsible for recording minutes of all meetings, counting votes, and maintaining files of minutes, give required notices, be custodian of corporate records, maintain required records, and shall perform all other duties usual to the office and duties that may be delegated by the President or the Board.
 - 4. The **Treasurer** shall maintain accurate financial records, provide reports of same, sign all checks, if available, or by person(s) designated by the President, supervise the security of the funds, and shall perform all other duties, usual to the office and those delegated by the President or the Board.
- F. The President with the approval of the Board shall appoint vacancies in any office except President. Board members shall be given ten (10) days’ notice of such meetings.
- G. An Officer may be removed by a vote of seventy-five percent (75%) of the Board present at any Board meeting where there is a quorum present.

Article VI. Duties of the Board

- A. The Board shall establish the policies of the KCDC. The Board shall review and advise on the purpose, function, activities of, and progress of the Corporation. The Board or its designee shall determine where and how funds are received and disbursed. The Board shall perform or delegate whatever other duties are necessary to fulfill the purposes of the Corporation.
- B. The Board shall meet at least once a month, the date and time to be set by the Board. The Board can set its regular Board meetings, with notice of such to be given by mail, e-mail, phone, text, social media or announcement at a prior Board meeting at least two (2) weeks in advance of the meeting.
- C. Vacancies in the Board may be filled at any meeting of the Board, to fill the remaining term of the vacant Board seat.
- D. The Board may attend meetings via in-person, telephone, or video conference.
- E. A special meeting of the Board may be called by giving at least five (5) days' notice by mail, e-mail, text, telephone, or social media announcement. The notice shall contain the reason for the special meeting, and the agenda of the Board meeting shall be limited to the reasons stated in the notice.
- F. The Board shall hold its annual meeting each year in August.
- G. Board meetings shall be open to members, unless the Board decides to close a meeting. Members may request to be on the agenda, which the Board shall grant if possible and practical.

Article VII. Voting

- A. A quorum shall consist of fifty percent (50%) of the Board; provided that for all binding action of the Corporation on the purchase or sale of major assets of the Corporation, investment decisions, the making of loans by or on behalf of the Corporation, the dissolution of the Corporation, and any other significant financial action, a quorum shall be 2/3 of the current Board membership, and the vote shall be 2/3 of the voting power of the Board. The Board can act without a meeting if all Directors and Officers in office sign one or more consents agreeing to the Board action.
- B. The Board may vote in-person via voice vote, telephone, text, or e-mail.
- C. The President shall not vote, except to cast the winning vote in the case of a tie.
- D. The Board may act by the consensus minus one model of Board members present at any meeting where there is a quorum. Absent Board members may not vote by proxy, without excused absence, but may submit written input to the Board, which the Board shall consider.

Article VIII. Staff

- A. The Board shall determine the need, duties, salaries and responsibilities of staff, if any.

Article IX. Advisory Board, Councils and Committees

- A. The Board may, at its discretion, create Advisory Boards, Councils, and Committees to perform whatever duties are necessary to further the purposes of the Organization.
- B. The Board may appoint any person or persons to Advisory Boards, Councils, and Committees who have a common interest in pursuing a particular action related to the general purpose of the organization.
- C. Advisory Boards, Councils, and Committees must formulate a written statement of purpose as well as a budget, if applicable, which have to be accepted and approved by the Board. Advisory Boards, Councils, and Committees must also designate a Chairman, who must be a Member in good standing of the Corporation, for their group and who will provide regular reports to the Board.
- D. Advisory Boards, Councils, and Committees shall not involve themselves or, by association, the Corporation, in any activity which is deleterious to the general aims and purposes of the Corporation. The Board may take action to dissolve any Advisory Boards, Councils, and Committee, or take any other such action, as the Board shall deem necessary.
- E. Advisory Boards, Councils, and Committees may be authorized to raise money on behalf of the Board for their activities. Funds shall be delivered to the Treasurer, or his designee, for deposit, and the Treasurer for legitimate expenses, consistent with 501 (c)(3) parameters, shall disburse said funds.

Article X. Records

- A. The Corporation shall keep minutes of all Board meetings and of all Board Actions without meetings. The Corporation shall maintain appropriate accounting records.
- B. The Corporation shall keep at its principal office its Articles of Incorporation, its Bylaws, its required minutes as described above, its latest Annual Registration Report and appropriate financial statements.
- C. Corporate records may be inspected as required by 355.826.
- D. At all meetings of the membership, the Board of Directors shall make corporation reports and shall make an annual report at the first Board meeting following the beginning of the fiscal year.

Article XI. Indemnification of the Officers and Directors against Liabilities and Expenses in Action

- A. The Corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatening, pending or completed action, suit or proceeding whether civil, criminal, administrative

or investigative, other than an action by or in right of the Corporation, by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

- B. The Corporation will indemnify any person who was or is a party or threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or other misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in full view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses for which the court shall deem proper.
- C. To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.
- D. Any indemnification under Sections 1 and 2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Article. The determination shall be made by the Board of Directors of the Corporation by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- E. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer,

employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

- F. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Article of Incorporation, Bylaw, agreement, vote of shareholders, or disinterested directors or otherwise, both as to action of his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators or such person.
- G. The Corporation may give any further indemnity, in addition to the indemnity authorized or contemplated under this Article, including Section 6, to any person who is or was a Director, Officer, employee or agent, or to any person who is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, provided such further indemnity is either (i) authorized, directed, or provided for in any Article of Incorporation, Bylaw or agreement of the Corporation which has been adopted by a vote of the Board of the Corporation, and provided further than no such indemnity shall indemnify any person from or on account of such persons conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.
- H. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this article.
- I. For the purposes of this Article, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a Director, Officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this article with respect to the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.

Article XII. Amendments

- A. An Amendment to the Articles of Incorporation, or any of them shall be adopted at any meeting of the Board of Directors at which there is a quorum upon receiving the vote of a majority of the Directors in office when the amendment is adopted and by the Members by two-thirds of the votes cast or a majority of the voting power, whichever is less. Before the Article can be so amended, the Corporation shall provide notice to Board members and to Members, stating one of the purposes of the meeting is to consider a proposed amendment to the Articles and contain a copy or a summary of the proposed amendment.

- B. The Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted by the affirmative vote of a majority of the Directors in office when the amendment is adopted and by the Members by two-thirds of the votes cast or a majority of the voting power, whichever is less, provided however, that notwithstanding anything in the Articles to the contrary, no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986. Before the Bylaws can be so amended, the Corporation shall provide notice to Board members and Members, stating on the purposes of the meeting is to consider a proposed amendment to the Bylaws and contain a copy or a summary of the proposed amendment, and the proposal amendment shall be voted on only at a meeting which follows a Board meeting at which the proposed amendment was discussed.

Article XIII. Fiscal Year

- A. The fiscal year shall be from January 1, until December 31, of each year.

Article XIV. Waiver of Notice

- A. Whenever any notice whatever is herein or by law provided for, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except when a Director attends a meeting for the express purpose of objecting the transaction of any business because the meeting is not lawfully called or convened.

Article XV. Miscellaneous

- A. The Corporation to any of its Directors, Officers, or council secretaries shall make no personal loan.
- B. This Corporation shall not discriminate against any organization, Board member, vendor, or other person because of that person or group's race, color, creed, national origin, sex, sexual orientation, gender identity, physical disability, age, or size. Any act contrary to this policy is disavowed and upon notice will be reviewed by the Board of Directors.

We, the Officers of the Corporation, hereby certify the foregoing Bylaws of KCDC were adopted by a vote of the Board on March 15th, 2018.

President

Vice-President

Treasurer

Secretary