

Kansas City Center for Inclusion, Inc.
By Laws

The mission of the Kansas City Center for Inclusion, Inc., a Missouri nonprofit corporation, (“KCCI” or the “corporation”) is:

To operate exclusively for charitable purposes by providing a safe, welcoming community space where LGBTQ+ individuals, their families, Friends, and straight allies can come for education, resources, and activities; and by providing community outreach and building a cohesive LGBTQ+ Community in the Midwest.

Article 1- Officers

Section 1. Principal office. The principal office for the transaction of the business of the corporation is 3911 Main Street, Kansas city, Missouri 64111, County of Jackson, Missouri, or as otherwise designated by the Board of Directors from time to time.

Section 2. Registered Office. The Corporation, by resolution of its board of directors, may change the location of its registered office to any other place in Missouri. By like resolution, the registered agent at such registered office may be changed to any other person or corporation permitted by law. Upon adoption of any such resolution, a certificate certifying the change shall be executed and filed with the Secretary of State.

Section 3. Other Offices. Branch or subordinate offices may at anytime be established by the Board of Directors at any place or places where the corporation is qualified to do business.

Article 2- KCCI Board Membership

Section 1. The board of directors it will consist of: the Chair, the Co-Chair, the Secretary, and the Treasurer OR the Chair, the Treasurer, the Secretary, and the Past President; and no more than eleven (11) additional persons, making the maximum of fifteen (15) members of the Board.

Section 2. Board members are Directors as the corporation has no “members.” Directors will be elected upon position vacancy each year at the annual Election Meeting of the Board to serve a two-year term. Two year terms are intended to provide balance and rotation among even and odd years as to contain institutional knowledge and make the transition from one board to the next easier. There are no term limits for Directors.

Section 3. Directors are expected to attend meetings of the board and to participate in KCCI’s activities. If any director has two or more unexcused absences from board meetings during the calendar year, the board in may, by resolution adopted by a majority of the full board, remove such director from office. Prior to adopting such a

resolution, the board must notify the director in writing of the proposed removal resolution and allow that director at least 15 days opportunity to provide the board with any excuse for such absence or other circumstances for the board to consider.

Section 4. Vacancies for any cars in any of the elective offices of KCCI Will be filled reasonably, promptly through board nomination, board to debate, and approval by quorum. Any officer so appointed will serve until the next annual election meeting of the board.

Section 5. Board members are required to attend or participate in periodic committee meetings. Committee meetings, organized by committee chairs, must be consistent and standing the committee meetings will try to accommodate schedules

Section 6. Directors will read and respond to e-mails in a timely fashion, at least twice a week. Matters that need votes will be appropriately labeled; all directors should review and respond to these emails no later than three days after the email is sent. Officers may also choose to additionally notify directors of the vote via the Facebook page.

Section 7. The board will conduct the affairs of KCCI. The elected officers (see Article 3) Will be responsible for day today oversight and operations, except to the extent such authority is delegated to the Executive Director by the Board of Directors.

Section 8. The board in its entirety will:

- a. Meet on at least a by annual basis
- b. Be responsible for electing and overseeing the activities of the officers
- c. Attend and participate in committee meetings as well as KCCI events
- d. Commit to supporting KCCI threw either direct financial contributions or Through gifts in kind (e.g., give-get); and
- e. Be responsible to conduct themselves in a manner consistent with KCCI's mission and values

Article 3- Officers

Section 1. The officers of K CCI we'll be the chair, the co-chair, the immediate past chair, the secretary, the treasurer, the fund raising/Grant committee chair, the programming committee chair, the information/technology committee chair, the outreach committee chair, and the volunteer committee chair

Section 2. Officers will be nominated from the Vin current members of the board. Exceptions to this rule may be made on a case-by-case basis with approval from the board.

- a. The chair, the co-chair, the secretary, the treasure, and the committee chairs of the five standing committees will serve for one-year terms and they're eligible for reelection to no more than one (1) second one year term.
- b. The immediate past chair will serve on the board immediately following the expiration of their term as chair for one (1) the Year in that capacity

Section 3. Duties

- a. The chair will preside at all meetings of the corporation, appoint all committees not otherwise provided for in these bylaws, and perform such other duties as may be required. The chair, or an officer designated by the chair, will conduct the general correspondence on behalf of the corporation and keep all the required and pertinent records, files, and data.
- b. The immediate past chair will be the chair of the nominating committee (see article 9) and is only required to vote for nominations in the cases of a tie. In cases where there is no immediate past chair the chair may appoint an acting immediate past chair to serve as chair of the nominating committee and vote in the case of a tie
- c. The co-chair will perform all duties and exercise all powers of the chair when the chair is absent or is otherwise unable to act
- d. The secretary will be responsible for maintaining the minutes of meetings of the board, as well as all official documents of the corporation, and we'll perform such other duties as may be required by the chair, co-chair, the officers, or the full board
- e. The treasurer will have charge of all funds of the corporation and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the corporation's properties and business transactions, and render reports and accountings to the directors. The treasure will perform all duties incident to the office of treasure and other duties that may be required by these bylaws or prescribed by the Board of Directors (see article 7)
- f. The Board of Directors, if any, shall select the executive director. The duties of the executive director shall be determined by written contract, employment agreement, or other agreed-upon document

Section 4. The elected board officers will, in addition to the duty specified in article 3:

- a. Have a full authority to decide matters pertaining to KCCI and to determine its policies
- b. Develop and implement an annual action plan and budget based upon the mission statement of KCCI
- c. Be responsible for all KCCI property, including its financial accounts (see article 7) and
- d. Would Be responsible to conduct themselves in a manner consistent with KCCI's Mission and values

Article 4- Meetings

Section 1. The Board of Directors will have its annual election meeting in December of each year on the day determined by the board or on such other date as the board may determine. The board officers will have regular meetings monthly or more frequently if so determined by the officers. All directors may attend any meeting. The chair or the co-chair may call a special meeting of the officers at anytime upon at least five (5) days prior notice. Meetings will be held at the KCCI Community Center, virtually, or at another location designated by the board.

Section 2. At the annual election meeting, the board will elect directors and officers for the coming year and transact such other business as make come before it. At regular meetings, the board officers you'll receive reports from the treasurer and the committee chairs and transact such other business as may come before it.

Section 3. A majority of members of the Board of Directors will constitute a quorum for the transaction of any business, whether at an annual meeting, our regular meeting or a specially called meeting of the full board. A majority of the officers will constitute a quorum for any meetings of the officers.

Section 4. The board may conduct business meetings, including annual, regular, and especially called meetings and committee meetings, in person or, so long as all persons participating in the meeting are able to hear and speak to each other, via teleconferencing, video conferencing, Skype or similar means or any combination there of. Any action which is required to be or maybe taken at a meeting of the directors may be taken without a meeting if one or more written consent describing the action so taking our signed by all members of the board. The consents Shell have the same force and effect as a vote at a meeting duly held and maybe described as such in any document. The secretary shall file such consents for the minutes of the meetings of the Board of Directors.

Article 5- Meetings

Section 1. Each year by November 1, the nominating committee will submit to the board a slate of new, recommended directors. Any member of the Board of Directors may suggest candidates for the board to the nominating committee, but the suggestions of must be in writing delivered to the nominating committee no later than the middle of October prior to the upcoming annual meeting.

Section 2. At each annual meeting of the board, the board will:

- a. Review and consider other potential directors as recommended by the nominating committee
- b. Elect the members of the board for the next year
- c. Nominate and elect the officers for the next year

Section 3. The names of all newly elected directors and officers it will be documented in the meeting minutes. In addition, an announcement of the election results will be posted on the KCCI website.

Article 6- Notices and Communications

All KCCI correspondence with and notices to the board will be sent by email to the email addresses provided by KCCI or delivered in person. It will be the responsibility of each individual board member to provide to KCCI a current email address to use for creation of a KCCI email alias. Directors will be notified of the dates, times and locations of the annual and all special board meetings and if any change in the date, time or locations of regular meetings. Notices may be waived at anytime in accordance with law.

Article 7- Kansas City Center for Inclusion, Inc. Financial Accounts

Section 1. Funds of the organization will be deposited in the checking account for operating funds. Additional permanent or temporary accounts may be established by the board as necessary or appropriate for reserve savings, special events, major improvements or other purposes.

Section 2. The treasurer will be responsible for office school reports to:

- KCCI Board at regular meetings
- Special event committees, and,
- Grant funders and others as requested by the President

Section 3. The treasurer, with the approval of other officers, shall solicit outside financial accounting firms to manage the day-to-day fiscal operations.

Section 4. The fiscal year will run from January 1 through December 31, unless changed by the board of directors

Section 5. KCCI will, as a matter of routine process, provide appropriate or redacted financial reports to members of the public request these reports

Article 8- Miscellaneous Provisions

Section 1. Indemnification of directors and officers. When a person is sued, either alone or with others, because they are or where a director or officer of the Kansas City Center for Inclusion, or of another corporation serving at the request of Kansas city center for inclusion, if any proceeding arising out of their alleged misfeasance or nonfeasance in the performance of their duties were out of any alleged wrongful act against or by KCCI, they shall be indemnified for their reasonable expenses, including attorneys fees incurred in the defense of the proceeding, if the following conditions exist:

- a. In the case of the lawsuit having been filed, the person sued is successful in whole or in part, or that proceeding against them is settled with the approval of the court where the Board of Directors determined by majority of the disinterested directors
- b. The court finds, or the Board of Directors determines by majority of disinterested directors that they conduct fairly and equitably merit such indemnity

The amount of such indemnity which may be assessed against the corporation, its receiver, or its trustee, by the courts in the same or in a separate proceeding shall be so much of the expenses, including attorneys fees, incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other personal rendering services to them in connection with the defense of the claim or proceeding. Notice of the application for such indemnity shall be served upon the corporation and the corporation's chair, co-chair, or secretary shall promptly provide copies to all of the directors.

Section 2. Checks, drafts, etc. All checks, drafts or other orders for payment of money, Notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by the treasurer and/or such other person or persons and in such manner as, from time to time, shall be determined by the chair or resolution of the Board of Directors.

Section 3. Annual report. No annual report to the board shall be required, but the Board of Directors may caused to be sent to the members of the board reports in such form and at such times as may be deemed appropriate by the board

Section 4. Contracts, deeds, etc. How executed. The Board of Directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount; provided, however, that any contracts, agreements, deeds or other instruments conveying lands or any interest therein, and any other document shall be executed on behalf of the corporations by the chair (or by a co-chair, if there be one, serving in the absence of the chair) or by any other specific officer or agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the corporation by the chair (or co-chair serving in the absence of the chair).

Article 9- Committees

Section 1. Standing committees

- a. The initial standing committees of the organization are the executive, programming, grant/fundraising, information/technology, outreach, and volunteer. The Board of Directors will vote annually for these committee chair people, and these committee chairs will, in turn, serve as officers.
- b. Standing committees and their charges are:
 1. **Executive:** this committee is responsible for overseeing the fiscal and legal operations of KCCI, to provide leadership and insight to the ongoing operations of each of the standing committees. A member of the executive committee will also be present in each of the standing committees so as to increase information sharing and solidarity. This committee will also oversee budget items related to KCCI including but not limited to rent, utilities, services, etc.
 2. **Grant/Fundraising:** this committee is responsible for raising funds for the day-to-day operations of KCCI through traditional means such as donation drives, fundraising events, and the KCCI sponsorship program. In addition, this committee will aid and assist in search of an drafting potential grant opportunities.
 3. **Programming:** this committee works closely with the Executive Director to provide unique and policy programs, services, and events that the center hosts. These events are programs can be unique or ongoing but must it here to the mission and purpose of the community center.
 4. **Information/technology:** this committee is responsible for insuring our social media presence is consistent with our mission, internal technological subscriptions, equipment, and services are managed in a manner that is fiscally responsible and professionally maintained. In addition, this committee might be responsible for overseeing the centers participation within the external study or academic inquiry.
 5. **Outreach:** This committee is responsible for creating and maintaining partnerships with other groups, agencies, and organizations and their events for the purpose of growing our community partners and to adhere to our mission to be as diverse and inclusive as the community we represent
 6. **Volunteer:** This committee is responsible for overseeing volunteer opportunities, creating and aiding in the execution of training for new KCCI ambassadors and volunteers as well as ongoing training. This committee will be in charge of recruitment, training and retaining of these volunteers can help manage the events and programs were volunteers are needed.
- c. All standing committees will reports on their activities at each board meeting
- d. Standing committees may be changed or created by amendment of these bylaws.

Section 2. Special committees. The board may create an named the chairs and members of other committees from time to time as needed

Section 3. Committee chairs. All KCCI Committees will be chaired by directors.

Article 10- Dissolution

Upon the dissolution of the corporation, the board of director shell, after paying or making provisions for the payment of all the liabilities of the corporation, distribute all of the assets of the corporation to an organization or organizations organized and operated exclusively for charitable, educational, Scientific or religious purposes at Shell at the time qualify As an exempt organization or organizations by reason of description in section 501(c)(3) of the Internal Revenue Code or any successor sections of the Internal Revenue Code. Any assets not so dispose shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 11- Statement of Nondiscrimination

KCCI does not discriminate on the basis of race, color, National origin, religion, gender, and gender identity, sexual orientation, veteran status, citizenship status, or disability. This nondiscrimination provision is intended to promote diversity and equality among the Board of Directors and the person served by KCCI.

Article 12- Amendments

These bylaws may be amended by three fourths (3/4) vote of the directors were present at any meeting at which a quorum is present.

Advance notice of any proposed amendment to these bylaws must be given in writing to the board no less than fifteen (15) days prior to the vote. Said notification will be made by email.

Article 13-Legal Status

Kansas city center for inclusion is a Missouri nonprofit corporation that is organized and operated so as to be exempt from the payment of income tax under section 501©(3) of the United States Internal Revenue Code. Its primary tax-exempt purpose is to operate a community center appropriate to the achievement of its charitable and educational purposes. KCCI may establish local dues and other funding sources and may seek and accept contributions, donations and grants for its own exclusive financing and operations.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Kansas City Center for Inclusion, Inc., a Missouri not-for-profit corporation; and

2. That the foregoing bylaws, comprising nine (9) pages, constitute the original bylaws of said corporation, as duly adopted at the first meeting of the Board of Directors thereof duly held on the 16th day of July, 2017

IN TESTIMONY WHEREOF, I have hereunto subscribed my name on this 17th day of September, 2019.

A handwritten signature in black ink, appearing to read "Inoru Wade". The signature is written in a cursive style with a large initial "I".

Inoru Wade, Secretary