

2023 OFFICERS

Raymond S. Elder,
President
John T. Dunnewind
1st Vice President
Christy Chester
2nd Vice President
Nancy L. Elder
Treasurer
Paul Christiansen, II
Secretary
Nancy Elder
Historian
John T. Dunnewind
Immediate Past President

The Native Sons and Daughters of Greater Kansas City

(Founded 1932, Incorporated 1938)

P. O. Box 25513, Kansas City, MO 64119-0813

Website: www.nsdkc.org – Email – admin@nsdkc.org

BOARD OF DIRECTORS

Marsha K. Daley
Bryan J. Flanagan
James P. Flanagan, IV
Michael Gerken
John F. Hess, Jr.
Whitney E. Kerr
Ross Marshall
Linda "Linn" Mills
Stephen E. Noll
Thomas M. Platt
Joe H. Vaughan, Jr.*

Emeritus

Joanne Collins
Anita Di Capo
John A. Dillingham
Sunday R. Siragusa

CORPORATE STANDING

Advisory

John T. Dunnewind
Linda "Linn" Mills
Nancy L. Elder

Archives

Nancy Elder

Awards

Joanne Collins

Bylaws

John T. Dunnewind

Communications/Publicity

John T. Dunnewind

Executive

Raymond S. Elder

Finance

Nancy L. Elder

Founders

John Dunnewind

Historical Markers

Ross Marshall

Investment Review

Bryan Flanagan

Legal Affairs

James H. Bernard, Jr

Membership/Social

John Hess, Jr.

Memorial

John F. Hess, Sr.

Monument

Gary Hicks

Outstanding Kansas Citian

Christy Chester

Program/Events

Linda "Linn" Mills

COMMUNITY SERVICE

Fort Osage

Dan C. D. Sturdevant

Founders

John t. Dunnewind

Elmwood Cemetery

Nancy L. Elder

Liberty Memorial

John A. Dillingham

Photographer

Union Cemetery

State Historical Society- KC

Whitney Heinzmann

Westport Historical Society

Thomas M. Platt

Wornall - Majors House Museums

Joe H. Vaughan, Jr.

Wyandotte Co. Historical Society

Joe H. Vaughan, Jr.

BYLAW CHANGES 2023

The date in the upper right will be changed to the date the membership approves the changes.

To explain the changes:

Red type is what gets deleted.

Green text is what gets added

Blue text is a comment that will not appear in the final copy.

To read the final version just read the black and green skipping the red and blue type.

To read the old version read the black and red skipping the green and blue type.

Changes appear on pages 4,5, 6,8,9,10,11,12,13,15 and17. These changes and the intent will be explained by John Dunnewind Bylaws Committee Chair.

All changes were approved by the Board of Directors on August 16.2023. Now they must approve by the membership to become effective. The Bylaws Committee Chair will delete and add the final changes. Then the Date of Approval set to that of when the members approved the final changes. The Bylaws will then be reformatted to fit the final length and to help readability. Once done the Bylaws including all resulting pages will be posted in the Members Only Section of the website at, www.nsdkc.org nsd1932 for all members to see. Our Board Policies, Practices and Procedures for the committees that have them are also posted there.

Best Regards

John T. Dunnewind

Bylaws Committee Chair

An Association of women and men, 21 years of age and older, either born within the Greater Kansas City area or interested in the history and heritage of the community.

ARTICLE OF AGREEMENT as filed with the Secretary of the State of Missouri 08-21-2008 and
BYLAWS as approved by Members of the Corporation 11-9-2011.

ARTICLE OF AGREEMENT

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, for the purpose of forming, in connection with others, a corporation under the laws of Missouri, relating to the benevolent, religious, scientific, educational and miscellaneous associations under Article Ten, Chapter 32, of the Revised Statutes of Missouri, 1920, and amendments thereto, have entered into the following agreement:

FIRST: The name of the corporation shall be THE NATIVE SONS AND DAUGHTERS OF GREATER KANSAS CITY.

SECOND: Its location shall be in Kansas City, Jackson County, Missouri.

THIRD: Its duration shall be perpetual.

FOURTH: A. This corporation is a not-for-profit corporation and is organized and shall be operated exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Internal Revenue Code Sec. 501 (c) (3) (or corresponding provision of any future United States Internal Revenue Law), and more particularly:

- (1) to acquire, possess, preserve and maintain archives of historical interest, relating to the development of Kansas City and the surrounding territory, or to those who have resided therein and contributed to such development;
- (2) to assist in maintaining, in the interest of the general welfare of the Kansas City Metropolitan area, both Missouri and Kansas, an unselfish interest among all citizens in its municipal problems; and
- (3) to make distribution to organizations that qualify as tax-exempt organizations under the Code.

B. This corporation shall have and exercise all rights and powers conferred on corporations under the laws of the State of Missouri, provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in subparagraph A of this Article IV.

C. It is expressly provided that the corporation shall not have the following powers and is prohibited from exercising same:

- (1) to engage in any activity not permitted to be transacted by a corporation formed under the laws of the State of Missouri respecting not-for-profit corporations;
- (2) to do anything or perform any act which would cause it to be disqualified as a corporation organized exclusively for religious, charitable, scientific, or educational purposes under the provisions of Sec. 501(c) (3) of Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law);
- (3) to devote a substantial part of its activities to attempting to influence legislation by propaganda or otherwise, or directly or indirectly participate in, or intervene in (including publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, or to have objections and engage in activities which characterize it as a political organization now defined by United States Treasury Regulations Sec. 501 (e)(3)-1(c)(3); and any part of the earning or profits of the corporation to the benefit of any private individual.

FIFTH: The corporation shall have the power and right: To take by purchase, gift, devise, bequest or otherwise, to take and receive under trust or in trust, and to hold, own, use and control in its corporate name, all trusts created as aforesaid; to contract and be contracted with; to buy, sell, convey, mortgage,

hypothecate, lease, let and otherwise acquire or dispose of property, real, personal or mixed; to borrow money and issue notes, bonds or other obligations and evidences of indebtedness, and to secure the payment of any of the same; to sue and be sued in any legal proceedings; and to have and possess all other general powers conferred upon similar corporations by law, without limitation by reason of the specification of powers herein.

SIXTH: The original membership of the corporation shall consist of those persons who now constitute the membership of the voluntary association or society, known as THE NATIVE SONS AND DAUGHTERS OF GREATER KANSAS CITY. Other members may be admitted as provided in the Bylaws, in force from time to time: provided that to be eligible for membership in the corporation, the applicant must be a Native Son, born at least twenty-one years prior to the date of his application for membership, and while his parents were domiciled within the metropolitan limits of Kansas City, consisting only of the counties of Jackson, Clay, Platte, Cass, Ray and Lafayette in Missouri and the counties of Wyandotte, Johnson, Leavenworth and Miami in Kansas. Members shall have such privileges and be grouped in such classes as may therein be provided, and the membership, both of the original members and of the members hereafter admitted, shall be subject to termination as may be provided in such Bylaws.

SEVENTH: The Corporation shall be managed and conducted by a Board of Directors, consisting of such number of persons, and elected in such manner, as may be provided by the Bylaws, in force and effect at the time of election of directors.

The following named persons, who shall hold office until new directors are elected, pursuant to the Bylaws shall constitute the first Board of Directors, to-wit: Herman T. Tabor, Dr. Abram Miller, Flournoy Quest, Eugene H. Blake, Cecil E. Lovejoy, James Anderson, Samuel A. Dew, Edward B. Garnett, Spencer F. Harris, W. R. Hornbuckle, Morton T. Jones, Alfred M. Seddon, Kenneth W. Tapp, Howard R. Winter, Francis A. Wright.

EIGHTH: The following named persons, who shall continue in office until new officers of the Association are elected, pursuant to the Bylaws, shall constitute the first officers of the corporation, with the usual powers and duties usually conferred upon them by the Bylaws, to-wit:

President	Herman L. Taber
Vice President	Dr. Abram Miller
	Flournoy Quest
Secretary	Eugene H. Blake
Treasurer	Cecil E. Lovejoy
Historian	James Anderson

NINTH: The corporation reserves the rights to amend, alter, or repeal any provisions contained in its Articles of Agreement by affirmative vote of two-thirds of the members present at any meeting of the members, notice that an amendment to the Articles is to be considered having been given in the call of the meeting. Such amendment shall become effective in the manner prescribed by the statutes of Missouri and all rights and powers conferred herein are granted subject to this reservation. The corporation further reserves the right to accept and avail itself of, or subject itself to, all provisions of any statutes of Missouri hereafter adopted pertaining to not-for-profit corporations, and to exercise all of the rights, powers and privileges conferred, and to assume all of the obligations and duties imposed by any of such statutes; provided, however, the Corporation shall not have the power to do anything or perform any act which could cause it to be disqualified as a corporation organized exclusively for religious, charitable, scientific or educational purposes under provisions of Sec. 501(c)(3) of Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

TENTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the

Corporation exclusively for the purpose of the Corporation in such a manner, or to such organizations organized and operated exclusively for religious, charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or under organizations Sec. 501(c)(3) of Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the registered office of the Corporation is then 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.

BYLAWS

(Adopted at Membership Meeting of January 4, 1938, as later revised.)

BYLAWS OF
THE NATIVE SONS AND DAUGHTERS OF GREATER KANSAS CITY

ARTICLE I
Purposes and Powers

The Native Sons and Daughters of Greater Kansas City, a Missouri nonprofit corporation, (Corporation) is organized and will be operated exclusively for any purposes set forth specifically in its Articles of Incorporation (Articles), as may from time to time be amended and those more specifically mentioned as follows:

- To Promote closer association, better acquaintance and greater fraternalism among the members of the Corporation;
- To arouse a more widespread Expand public interest in the civic spirit and achievement of those who founded Kansas City, Missouri, and were responsible for its early development
- To Assist in maintaining, in the interest of the general welfare of the Kansas City Metropolitan area, an unselfish interest among all citizens in its municipal regional problems, and challenges and opportunities
- To acquire, possess, preserve and maintain archives Assist in the preservation and/or maintenance facilitation of items, materials or sites of historical interest, relating to the development of Kansas City and the surrounding territory or to those who have resided therein and contributed to such development.
- Develop, design and arrange for the purchase of and placement/installation of historical site markers either sponsored by our Corporation or in collaboration with other organizations or sponsors.
- Recognize, celebrate people currently or recently making significant contributions to enhancing the Greater Kansas City Area.

ARTICLE II
Members

Section 1. Personal Member

1.1 To be eligible for personal membership in the Corporation, the applicant must be twenty-one (21) years of age or older on the date of the application, either born within the metropolitan Kansas City area and/or interested in the community and its history and ongoing development.

1.2 Native Son or Daughter means a person, who was born in metropolitan Kansas City, or who was born outside metropolitan Kansas City, whose parents at the time of their birth, were domiciled in Metropolitan Kansas City. For this purpose, metropolitan Kansas City includes the counties of Jackson, Clay, Platte, Lafayette, Cass and Ray in Missouri and the counties of Wyandotte, Johnson, Leavenworth, and Miami in Kansas.

1.3 Each applicant for membership in the Corporation shall make application in writing to the Corporation which also requires the recommendation of a sponsoring personal member of the Corporation.. Such application must be first approved unanimously by the Membership Committee of the Corporation, and upon favorable action by said Committee, submitted for final approval to the Board of Directors of the Corporation or to the Executive Committee provided at least a total of 7 Board members are present, by majority vote at a duly called meeting. No vote of the membership at large shall be required to admit a new member. Each application must be accompanied by a remittance by the applicant of membership initiation fee and dues as set by the Board of Directors.

1.4 All personal members shall have all the privileges, and be subject to the same responsibilities and obligations of membership, including eligibility to all elective and appointive committee offices.

Section 2. Legacy Membership. Legacy Membership shall be used to provide dues free membership to certain members in various categories/groups where special circumstances justify such special consideration.

2.1. The Executive Committee shall be responsible for creating the policies, practices and procedures, including subsequent changes that set forth the conditions and circumstances to grant wherein Legacy Membership may be granted. All such policies, practices and procedures and any changes there to must be approved by a 2/3 majority of the Board of Directors at a duly called meeting. The policies, practices and procedures must provide a means to track legacy membership and provide reasonable protection of privacy and limited information access for Legacy Members who wish to remain anonymous. *Examples of groups might include;* individuals who have contributed significant financial support, or long-term exemplary service to the mission of the Corporation. Members who have previously been recognized as a 'Member Emeritus', 'Life Member'; *Hardship status;* or all other prior non-dues paying memberships status as previously determined by the Board of Directors shall be converted to Legacy Members and no other titles shall be created for individuals in the various categories/groups granting life time dues free status. One Legacy Membership group shall include recipients of the Corporation's *Outstanding Kansas Citian Award* and does not require further Board approval as otherwise required under Section 2.2.

2.2 The Executive Committee shall make an initial determination as to eligibility and the advisability of making a recommendation for Legacy Membership in view of the potential sensitivity of the situation and do so in a closed-door session before presenting the recommendation, if any, to the Board. The granting of Legacy Membership must be approved by the Board of Directors of the Corporation by majority vote at a duly called meeting and where privacy issues are involved, done in a closed-door session.

2.3 Any individual wishing to recommend an individual for Legacy Membership shall present the recommendation in a discreet manor to a member of the Executive Committee and especially so where there are possible concerns for privacy issues.

Section 3. Founder Member. These are businesses and/or organizations that were founded and have remained within the metropolitan Kansas City area and support our Corporate Mission. For this purpose, metropolitan Kansas City includes the counties of Jackson, Clay, Platte, Lafayette, Cass and Ray in Missouri and the counties of Wyandotte, Johnson, Leavenworth, and Miami in Kansas. Founder Members are also subject to the following:

3.1 While the business/organization may have operations outside the metropolitan Kansas City area their headquarters/principal place of business must have remained within the metropolitan Kansas City area.

3.2 The business/organization must currently be an active/ ongoing entity that is not undergoing in bankruptcy, liquidation or foreclosure and have been so for at least 10 years. Changes in legal status such as, but not limited to, changing from a partnership to a corporation or to a L.L.C. or the addition/deletion of a partner name shall not preclude qualification.

3.3 Each Founding Founder Member must initially be approved and recommended by the Founder Member Subcommittee and then submitted for final approval to the Board of Directors of the Corporation or to the Executive Committee provided at least a total of 7 Board members are present, by majority vote at a duly called meeting. No vote of the membership at large shall be required to admit a new member.

3.4 Each Founder Member shall receive a certificate of membership and be listed on our Corporate web site (or future equivalent), in the Outstanding Kansas Citian brochure and similar location(s)

3.5 Founder Members do not have voting rights at any Corporate meetings. This does not preclude Founder Members owners or employees from becoming Personal Members under Article II, Section 1, Personal Membership Members and thus having voting rights and all other privileges and responsibilities granted there under.

ARTICLE III Membership Dues

Section 1. Personal Membership

1.1. Each member of the corporation shall pay dues as determined and approved by a two-thirds (2/3) majority vote of the full Board of Directors at a duly called meeting.

1.2. The annual membership dues shall be due and payable on the first day of January of each calendar year. Members whose annual dues are not paid by April 1 shall be removed from the membership of the Corporation. Any such removed member may be reinstated as follows: when the current year's due are paid

*If the reinstatement is in the same calendar year in which the individual was removed, then upon payment of the dues, which the individual should have paid before April 1 of that year, the individual shall be returned to the membership.;

*If reinstatement after the calendar year in which the individual was removed, then the dues required for reinstatement shall be the dues, which were owed at the time the individual was removed plus the dues for the calendar year of reinstatement. If the member is not reinstated before the end of the year in which the dues were overdue the person shall refile for membership as a new member.

1.3. New member applicants under 30 years of age are required to pay the designated membership initiation fee, and their first year's dues are waived.

1.4. If an applicant registers a membership application on, or following the date of the Annual Meeting, and is subsequently approved for membership within the 4th annual quarter by the Board of Directors thereafter his or her receipt for dues shall cover the balance of the remaining year and the following year in full.

1.5. In order to be eligible to vote on any matter and be considered in good standing, a member, Officer or Director must be current on his or her dues.

Section 2. **Legacy Membership** Legacy Members are granted dues free membership and may vote the same as any personal member in good standing.

Section 3. Founder Member.

3.1 Each Founder Member shall pay **annual** a one-time **dues in an** amount as determined and approved by a two-thirds (2/3) majority vote of the full Board of Directors at a duly called meeting.

3.2 Founder Member **dues are pay a onetime amount** payable with its application for membership to the Corporation. In the event the Founder applicant is determined ineligible for membership such dues payment shall be fully refunded.

ARTICLE IV
Board of Directors

Section 1. The policies and activities of the Corporation shall be managed, directed, and controlled by a Board of Directors (Board) of eighteen (18) elected Directors. The Directors shall be elected by the membership for three (3) year terms with one-third (1/3) of the director terms expiring at each annual meeting. Directors are limited to three full terms. After being off the Board of Directors for one year a person may be re-elected to the Board. If a Director is appointed by a majority vote of the Board at duly-called meeting to a partial term, the partial term shall not count toward the term limit. The Directors shall be expected to attend not less than four (4) meetings a year for the health and prestige of the organization. If a Board member fails to attend four (4) scheduled Board or Executive meetings a year it may result in removal from the position on the Board (and as an officer, if applicable), and the vacant Directorship may thereafter be elected by the Board (See ARTICLE XV, Removal from Office). For the purposes of tracking terms and term limits those Directors voted into office by the members shall be referred to as a "member-elected Director" while a Director appointed by the Board to fill a partial term shall be referred to as a "Board-appointed Director". In 2008 and 2009 various Directors were elected to special short terms to create three (3) groups of six (6) Directors each, one (1) group of six (6) coming up each year for election on a staggered basis.

Section 2. The Board of Directors at its discretion may elect up to three additional Directors over and above the 18 member elected Directors mentioned above subject to the following:

2.1. The Board of Directors may by a two-thirds (2/3) majority vote of the Directors present at a duly called meeting elect, at any time, 1, 2 or 3 person(s) whom the Board feels are of special promise or whose talents, knowledge, or skills will benefit the Corporation. All Directors elected as such shall for, the purposes of tracking terms and term limits, be referred to as a "Board-elected Director"

2.2. At no time shall the total number of Board-elected Directors exceed three (3).

2.3. If elected: for one (1) year the elected Director shall serve until the end of the calendar year; for two (2) years the elected Director shall serve for the remainder of the of the current calendar year and until the end of the following calendar year; for three (3) years the elected Director shall serve for the remainder of the of the current calendar year and until the end of the following two calendar years. All such Board-elected Director's terms regardless if for 1, 2, or 3 years in length shall count as a term toward the term limit even when changing from a Board-elected to a member-elected Director in a consecutive year.

2. 4. All such elected Directors shall during their term have the same status, responsibilities and privileges accorded those Directors elected by the membership.

Within a reasonable time following the election of Board Members, the existing Board shall elect all officers from its own ranks after consideration of the recommendation of the Nominating Committee.

Section 3. The Board of Directors at its discretion may appoint up to three additional Directors over and above the 18 member elected Directors mentioned above subject to the following:

3.1. The Board of Directors may by a two-thirds (2/3) majority vote of the Directors present at a duly called meeting elect, at any time 1, 2 or 3 person(s) whom the Board feels are of special promise or whose talents, knowledge, or skills will benefit the Corporation.

3.2. At no time shall the total number of Board appointed Directors exceed three (3).

3.3. If appointed: for one (1) year the appointed Director shall serve until the end of the current calendar year; for two (2) years the appointed Director shall serve for the remainder of the of the current calendar year and until the end of the following calendar year; for three (3) years the appointed Director shall serve for the remainder of the of the current calendar year and until the end of the following two calendar years.

3. 4. All such appointed Directors shall during their term have the same status, responsibilities and privileges accorded those Directors elected by the membership.

ARTICLE V Annual Meeting

The Annual Meeting of the Corporation shall be held each year at a place and time to be designated by the President of the Board by at least two weeks written notice mailed and/or e-mailed to the Members of the Corporation, at which meeting the principal order of business shall be the election of Directors of the Corporation. The Directors elected at said annual meeting of the Corporation shall take office on the first day of January following their election.

ARTICLE VI Officers

Section 1. The Officers of the Board shall be President, First Vice President, **Second Vice President**, Secretary, Treasurer, **Historian**, and Immediate Past President, each of whom shall hold office for one year, or until a successor has assumed office. **and none of said officers shall be eligible to succeed themselves in the same office except The President, and First Vice President, may serve, if reelected, either consecutively or non-consecutively, a second term of one year. T**he Secretary, **and the** Treasurer, **and the Historian, each of whom** may be indefinitely reelected respectively to succeed themselves in office. The Corporation **may shall** furnish a fiduciary bond, at the expense of the Corporation for the Treasurer and Administrative Support Person(s) in such amount as shall be approved by the Board of Directors.

Section 2. The President shall preside at all meetings of the Board of Directors, Executive Committee, and the Annual Meeting. He or she shall appoint chairs of all committees including standing committees (Corporate Service Committees), Community Service Committees and any ad hoc committees deemed necessary **except where the position is otherwise specified in these Bylaws.** The President shall be responsible for negotiations and supervising the execution of all legal contracts for the Corporation.

Section 3. In the absence or inability of the President to preside over meetings in Section 2 of this Article, the First Vice President shall assume such duties of the office and such other duties customary to that office and as may be delegated by the President of the Board of Directors. Additionally, the First-Vice President is an ex-officio member of all committees except that of the Executive Committee. **If the absence or inability of the President to preside over the meetings in Section 2 of this Article becomes permanent or**

more than three months in endurance the Board of Directors shall at a duly called meeting declare the First Vice President to be the President.

Section 4. In the absence or inability of the President and First Vice President to perform duties as set out in this Article, the **Second Vice President Secretary** shall perform the duties of that office. **In addition, the Second Vice President shall serve as Chair of the Outstanding Kansas Citian Committee.**

Section 5. The Secretary shall cause to be kept suitable records of all Board proceedings. The Secretary will attend to such correspondence as may be incidental to the office, and still perform other duties and discharge all other responsibilities which customarily relate and pertain to the office of Secretary.

Section 6. The Treasurer shall cause to be kept accurate and complete books and records of all receipts, disbursements, assets, liabilities, and financial transactions of the corporation. **The Treasurer shall:**

- * **The Treasurer shall** Serve as Chair of the Finance Committee;
- * **The Treasurer** Or President shall countersign all checks **over \$500.00** drawn on Native Sons and Daughters accounts at any financial institution with which it does business, and keep a current log of all such transactions by date, check number, payee and amount for subsequent reports to and for the Board;
- * **The Treasurer shall see Assure** that all monies are deposited in such depositories by deposit receipt as the Board shall select from time to time by majority vote at a duly called meeting.
- * **The Treasurer shall** Ensure there will be rendered to the members an accounting of transactions regarding the financial condition of the organization and provide quarterly budget reports accordingly;
- * **The Treasurer shall** Be especially mindful of the board's **adopted** "Conflict of Interest Policies" **adopted**, ensuring the enforcement of same and reporting such conflicts to the Board as they occur, if any;
- * **The Treasurer shall** Require that any financial institution with which the Corporation does business provide, not less often than monthly, to the Treasurer and **Executive Director Administrative Support Person**, and such officers as the President shall direct, complete financial statements reflecting accurately the status of all Corporation accounts;
- * **The Treasurer shall** Not do any Corporation financial business with any Corporation Officers, Directors or Members without prior approval of the Board of Directors;
- * **The Treasurer shall** Schedule a representative of the financial institution(s), which handle the Corporation's trust(s) to present the status of such account(s) to the Board of Directors, or Executive Committee, on a semiannual basis.

Section 7. **The Historian shall collect and preserve in some suitable place and manner the historic records and documents of the Corporation, including articles, pictures and data of general historical interest to the metropolitan Kansas City Area and vicinity. The location(s) of such stored artifacts shall be approved by a majority vote of the Board at a duly called meeting. The Historian shall serve as Chair of the Archives Committee. Functions moved to Art IX Archives Committee Historian is replaced by a committee chair appointed by the President. The following Sec 8 becomes Sec7**

Section 8. The Immediate Past President shall act as an advisor, serve in positions as described elsewhere in these Bylaws and have the same voting privileges as any Director on the Board.

ARTICLE VII Election of Directors and Officers

Section 1. The President, by the month of August and at least four (4) weeks prior to each annual election at the Annual Meeting, shall appoint a committee of seven (7) members of the Corporation, four (4) of whom shall not be Directors, to be known as the Nominating Committee, whose duty shall be to nominate a list of six (6) candidates for the position of member-elected Director (only one person per each Directorship) for the next ensuing three(3) calendar years and to mail and/or e-mail the list to the Members of the Corporation at least three weeks prior to said annual election. Any other five members of the Corporation in good standing may nominate a list of six (6) candidates for the position of Director (only one person per each Directorship) for the next ensuing three (3) calendar years and mail and/or e-mail the same over their signatures to the members of the Corporation, at least one week prior to the annual election of the Corporation. Each of the candidates thus nominated for positions as Directors, and no others, shall be voted on by the members at the Annual Meeting of the Corporation with the lists being merged if applicable. The six (6) candidates receiving the highest number of votes will become the newly elected Directors.

Section 2. Information required on the lists: The Nominating Committee's list and any list submitted by five members of the Corporation in good standing, shall list along with the name of each candidate the "term expiration date", if elected, and the "term limit date" (i.e. the last day the person could serve if consecutively elected for the maximum of three [3] terms). In addition the Nominating Committee shall furnish a list of all current Directors showing their current "term expiration date" and the "term limit date" if consecutively elected for the maximum of three (3) terms.

Section 3. Following the election of Directors at the Annual Meeting and no later than the November scheduled meeting of the Board of Directors for the current calendar year, the Nominating Committee shall submit its recommendations of candidates for each Officer position. At the same meeting of the Board any Director may nominate one (1) or more additional candidate(s). The current Board shall then vote for each Corporate Officer position (i.e., President, First-Vice President, **Second-Vice President**, Secretary, Treasurer **and Historian**), for the next ensuing calendar year. The position of Immediate Past President is filled by definition.

Section 4. In case of vacancy in any Office of the Corporation **except for that of the President as specified in Article VI Officers, Section 3** or in case of a vacancy on the Board of Directors, from any cause, the Board of Directors may elect, by a two-thirds (2/3) majority vote at a duly called meeting, from the Members of the Corporation a person to fill the unexpired term of such Officer or Director of the Corporation.

Section 5. All Officers and Directors shall serve without compensation.

ARTICLE VIII Items of Business for the Board of Directors, Executive Committee, Member and Annual Meetings

Section 1. The President shall call meetings of the Board of Directors, or whenever requested by a majority of the Board, provided, however, that at least one meeting of the Board shall be held during each quarter of each calendar year.

Section 2. Seven members of the Board shall constitute a quorum for the transaction of business.

Section 3. At meetings of the Board, the Executive Committee, of the Membership, and at the Annual Meeting, the following list of items may be considered for the agenda, with the actual agenda items and the order of business as directed by the presiding officer of the meeting:

- Meeting called to order by presiding officer.
- Record of Attendance made.
- Reading of minutes of previous meeting of the Corporation, and/or Board of Directors, and /or Executive Committee and/or Membership and or Annual Meeting.
- General Communications at appropriate/applicable points in time.
- Secretary's Report
- Treasurer's Report
- Other Officer Reports.
- Corporate Standing Committee Reports
 - Advisory Committee
 - Archives Committee
 - Awards Committee
 - Bylaws Committee
 - Communications Committee
 - Community Outreach Committee
 - Executive Committee
 - Finance Committee
 - Finance Review Committee
 - Historical Markers Committee
 - Legal Affairs Committee
 - Membership/Social Committee, including the Founder Member Subcommittee
 - Memorial Committee
 - Monument Committee
 - Outstanding Kansas Citian Committee
 - Program Committee
- Community Service Committee Reports
 - Daniel Morgan Boone Park
 - Elmwood Cemetery
 - Fort Osage
 - Liberty Memorial
 - Speakers Bureau
 - Town Site Preservation
 - Union Cemetery
 - Western Historical Manuscript Collection
 - Westport Historical Society Liaison
 - Wornall - Majors House Museums
 - Wyandotte County Historical Society and Museum
 - Any other reports
 - Administrative Support Person(s) Report(s)
 - Special Business
 - Unfinished Business
 - General or new business
 - Entertainment program
 - Adjournment

The Corporation may, when approved by a majority vote of the Board of Directors at a duly called meeting, establish a working relationship with other organizations. Such an informal relationship shall not be considered non-binding and not of the nature that would normally require a legal binding agreement/contract. These relationships shall be referred to as Community Service Committees. The other organization may appoint a representative to attend our Board of Directors meetings when there is a need to exchange information or for discussion. When requested through our Administrative Support Person, the representative may schedule making a report to our Board of Directors on activities or items of mutual interest or activities where they would like for our members to attend. Our Administrative Support Person shall then include the request in the next Board meeting agenda and shall keep a listing of both the other organization names and their representative name and provide a copy thereof to our web-master to be listed on our web-site following the listing of our Corporate Standing Committees

ARTICLE IX Committees

The President shall appoint all chairs of all standing committees, except where the position is otherwise specified in these Bylaws and the chairs of any committees established by a two-thirds (2/3) majority vote of the Board of Directors at a duly called meeting. The President shall act as an ex-officio member of all committees. The Corporate Standing Committees shall be as follows:

- 1) Advisory Committee
- 2) Archives Committee
- 3) Awards Committee
- 4) Bylaws Committee
- 5) Communications Committee Renumber following items in sequence 5-14
- 6) Community Outreach Committee
- 7) Executive Committee
- 8) Finance Committee
- 9) Finance Review Committee
- 10) Historical Markers Committee
- 11) Legal Affairs Committee
- 12a) Membership/Social Committee
- 12b) Founder Member Subcommittee
- 13) Memorial Committee
- 14) Monument Committee Renumber the following in sequence
- 14) Outstanding Kansas Citian Committee
- 15) Program Committee

Section 1. The Advisory Committee shall consist of members of the Corporation who have served as President thereof and whose experience and counsel shall be available to the Officers and Directors as may be desired. Said committee shall hold at least one meeting per year, to be called by the outgoing President, who shall serve as Chairman for the following year. He or she shall invite the newly elected President to attend such meeting. This Committee may recommend long range strategic planning to guide the Corporation's future.

Section 2. The Archives Committee Chairperson with the assistance of the Board Secretary and Administrative Support Person(s) shall be responsible for assembling all records of the Corporation; including minutes, newsletters, photos, data of historical interest to the metropolitan Kansas City Area and

vicinity and other significant documents on an annual basis. At the beginning of the current year each committee chairperson, from the previous calendar year, shall submit an annual report for the previous calendar year. These artifacts shall be deposited at the beginning of the current calendar year into the archives designated by the Corporation. The location(s) of such stored records and/or artifacts shall be approved by a majority vote of the Board at a duly called meeting.

Section 3. The Awards Committee shall administer the various awards for merit, service, accommodation or other awards. The Awards Committee shall consist of seven members of the Corporation, including the Chair, the President, 1st Vice President, two Past Presidents, and any two additional members of the Corporation appointed by the Chair. The Board of Directors shall determine award categories and their definition with the Awards Committee defining the individual awards. The Awards Committee shall determine recipients of each award. Awards shall be given on an annual basis, if in the opinion of the Awards Committee, a worthy nominee is eligible. The Awards Committee shall have the option of not giving an award for any given year as it is the duty of the Awards Committee to preserve and maintain the value and integrity of each award by granting awards only when fully merited.

Section 4. The Bylaws Committee shall review the Policies, Practices and Procedures (see ARTICLE XVI) annually and the Bylaws and Charter periodically and make recommendations to the Board for revisions as necessary.

Section 5. The Communications Committee, chaired by the First-Vice President, shall be responsible for making timely reports to the Corporation's membership and on any matters deemed of interest, to the public. The Committee shall provide oversight to the production of the membership Roster, the website, newsletter, mail and e-mail communications to the membership, and other means and methods of informing membership of interest and activities of Corporation. The following Sections will be renumbered in order.

Section 6. The Community Outreach Committee (COC) shall consist of a chairperson who has served at least 4 years as and is currently a Board Member or a Past-President, the Treasurer, two additional Board Members, and any three other members. All committee members shall be in good standing with the Corporation. The duties of this committee shall be to provide community outreach activities to other historical preservation interests in the counties served by the Corporation per ARTICLE II Members, Section 1.2. Such outreach may include, but is not limited to coordination of activities with or among such groups, providing listings of such groups on the public website, providing assistance and/or guidance on projects and possible limited financial assistance, and organizing meetings, seminars or other activities of interest to other historical preservation interests. In addition to any Board Policies, Practices and Procedures establish under ARTICLE XVI the Community Outreach Committee is subject to:

Section 6.1 A budget/expense limitation for the COC shall be as follows [total Corporation financial assets at the beginning of the fiscal year, minus ~~\$250,000.00~~ \$200,000.00 (adjusted annually for inflation beginning in 1988) minus (the total of all other budgeted items times a factor of 1.1) times 7.00%

Section 6.2 In addition if financial assistance to a historical preservation interest(s) which must be a 501© 3 or equivalent, is deemed justifiable and advisable, the Treasurer shall provide a Financial Impact Statement based on the above formula using the most recent figures on assets and a cash flow based the on original budget less year to date expenses and future expected cash flow. In addition the Financial Impact Statement should include the likelihood of any negative financial market effects. The COC must present its justification and advisability recommendation and the Financial Impact Statement to the Board of Directors for approval by a simple majority vote at a duly called meeting.

Section 6.3 The total combined budget/expenses of the above two items must not exceed 7.0% using the calculation in Section 5.1.

Section 6.4 On multiyear commitments, if any, the budget/expense calculations (e.g. Sections 5.1 through 5.3) as applicable must be redone for each year. If the commitment is binding then other budget/expense may need to be rebalance/adjusted to help maintain the financial stability of the Corporation especially if there is a drop in the financial markets.

Section 6.5 When there is a financial commitment by the Corporation a written agreement as to the terms and conditions of the use of the committed monies and the handling of unused monies must be signed by a duly authorized person(s) of the recipient interest group and the Corporation. Included in the agreement shall be the timing and the return of unused funds especially in the event of cancelation or incompleteness.

Section 6.6 The three-year financial commitment made to the Francois Chouteau & Native American Heritage Foundation previous to the adoption of this amendment to the Bylaws shall be kept, but further allowable COC expenses in each of the remaining 2 years must be calculated per Section 5.1 above and then be reduced by \$5,000/ year. If the result of the calculation is zero or less than zero then no additional expenses are allowed for the COC.

Section 7. The Executive Committee shall consist of the President, First-Vice President, **Second-Vice President**, Secretary, Treasurer, Immediate Past President of the Corporation, **and Historian**. The chairs of the Corporate Standing and Community Service Committees may be invited to attend the meetings but shall not be voting members of such committee. The Committee shall convene between Board meetings to make decisions that cannot be delayed until the next Board meeting. The Executive Committee shall also meet periodically as deemed necessary by the President or at the written request of at least two of the Committee Members. At each meeting of the Board of Directors, the proceedings and actions by the Executive Committee since the last meeting of the Board shall be reported to the Board. The duties of the Executive Committee shall include serving as liaison between the Board of Directors and the Corporation Trustee managing the Corporation's trust fund(s). The Executive Committee shall appoint an Administrative Support Person(s) whose duties are outlined in Article X.

Section 8. The Finance Committee, chaired by the Treasurer, shall consist of at least three members of the Board to monitor all financial records of the Board and the Trust Account and make timely reports to the Board accordingly.

Section 9. The Finance Review Committee shall be composed of no fewer than three (3) Directors and non-directors as shall be determined by the Chairman. At least one member of the Committee shall be a financial expert. "Financial expert" shall mean a person who has, through education and experience as a public accountant or auditor or a principal financial officer, comptroller or principal officer of a company, or from a position involving the performance of similar functions: (a) an understanding of generally accepted accounting principles and financial statements, (b) experience with internal accounting controls, and (c) an understanding of Finance Review Committee. The Committee shall have the following responsibilities.

- Assist the Board in fulfilling its responsibilities for general oversight of the integrity of the Corporation's financial statements.
- Annually, the Finance Review Committee shall meet and report its findings of the previous year's finances to the Board of Directors by no later June 30 so as to permit review of IRS filings applicable to the year being reviewed.
- The Finance Review Committee may recommend to the Board of Directors the use of an outside-qualified person, independent of the Corporation. In the event there is a need for an outside qualified person, the committee shall:

- oversee the performance of the qualified person's qualifications and independence; and
- advise the Board regarding the selection of, discharge of, and approve compensation for the independent qualified person.

Section 10. The Historical Markers Committee shall consist of no less than three members of the Corporation, and with the cooperation of the President and Secretary, shall facilitate the development and implementation of marker narrative, purchase, delivery, and placement of markers sponsored by the Corporation. Additionally, the Committee shall facilitate and conduct a peer review of each marker, assuring accuracy of historic data, formatting, syntax, and punctuation prior to casting. Unless otherwise approved by the Corporation, all historic markers facilitated by the committee shall be fine-quality cast aluminum. The committee shall establish criteria for selecting a potential marker location. All historic markers sponsored by the Corporation require the approval of the Board of Directors. Markers may or may not remain the property of the Corporation once installed.

Section 11. The Legal Affairs Committee shall monitor the legal affairs of the Corporation and make recommendations to the Board to maintain the Corporation in good legal standing.

Section 12a. The Membership/Social Committee shall consist of no less than three members of the Corporation, who shall examine and pass upon each application for membership in the Corporation, and if the Committee unanimously approves such application, shall submit the application to the Board for approval by a majority vote at a duly called meeting. The Committee shall also plan social events.

Section 12.b. A Founder Member Subcommittee shall function within the Membership/Social Committee, and shall consist of no less than two members of the Corporation one of which will be the First Vice President and the second will be the Membership/Social Committee Chair both of whom shall serve as Co-Chairpersons of the Founder Member Subcommittee. This subcommittee shall recruit Founder Members, examine and pass upon each application. If the Committee unanimously approves such application, it shall submit the application to the Board or the Executive Committee for approval by a majority vote at a duly called meeting. The First Vice President's signature and Title shall appear on all written invitations to become a Founder Member and on certificates of membership. The Committee shall also insure that the Founder Member's name and information is transmitted to any other Corporation entities which list Founder Member information.

Section 13. The Memorial Committee shall consist of three members of the Corporation. Upon the death of any member of the Corporation, and as shortly thereafter as it is practicable, the Committee shall prepare, in writing, a memorial in respect to such deceased member of the Corporation, which memorial shall be filed and recorded by the Secretary of the Corporation in the permanent records of the Corporation. The Committee Secretary, appropriate Administrative Support Person, or the Secretary of the Corporation shall mail and/or e-mail written copies of such memorial to the widow of such deceased member of the Corporation, or to the next immediate members of the deceased's family.

Section 14. The Outstanding Kansas Citian Committee shall plan the Annual ~~Awards~~ ~~Deleting avoids confusion with Awards Committee functions~~ ~~Ceremony~~ ~~Event~~ honoring persons who have made extraordinary contributions to the welfare, progress, and/or preservation of the history of the Kansas City community. ~~The, Second-Vice President shall serve as Chair.~~ The members of the Committee shall be the President, the Immediate Past President, the First-Vice President and ~~three (3)~~ ~~four (4)~~ members, in good standing, of the Corporation, one (1) of which, when possible, should be a past Outstanding Kansas Citian.

Section 15. The Program Committee shall consist of no less than three members of the Corporation, and with the cooperation of the President and appropriate Administrative Support Person, shall arrange and provide programs for the Corporation.

ARTICLE X Administrative Support

Section 1. The Executive Committee may hire one or more person(s) either as a direct employee or as a contract person to provide administrative support. The Executive Committee may also use a volunteer(s) where someone has both the necessary talent and time to fully preform the designated function(s)

A. The Administrative Support Person(s) shall be compensated contractually as agreed to by such person and as approved by a majority vote of the Board at a duly called meeting subject to the following:

1. Where the person is a contract employee he or she shall be paid monthly or twice monthly as agreed to by the parties to the agreement and either in the contract or in a separate document certify that he or she is working as a contract employee/service provider and that he or she will calculate all applicable Federal, State and /or Local Government employment related taxes and/or levies as required by law and pay such monies to the appropriate Federal, State and /or Local Government agencies as required by law. The Corporation shall issue 1099s as required by the Federal Internal Revenue Service to both the IRS and the payee. The contract shall also specify the services to be provided and help insure that there are not overlapping responsibilities where there is more than one Administrative Support Person.
2. Where the person is a direct employee he or she shall be paid monthly or twice monthly as agreed to by the parties to the agreement. The Corporation shall calculate all applicable Federal, State and /or Local Government employment related taxes and/or levies as required by law and pay such monies to the appropriate Federal, State and /or Local Government agencies as required by law. The contract shall also specify the services to be provided and help insure that there are not overlapping responsibilities where there is more than one Administrative Support Person.
3. Any amendments to such agreed upon compensation and/or duties shall be initially determined by the Executive Committee and if recommended by the Executive Committee, become effective when approved by a majority vote of the Board at a duly called meeting.
4. The contracts must also contain a provision that all works created for or on behalf of the Corporation are the property of the Corporation and all pass words, access codes /numbers, keys and/or similar things are to be returned or left with The Corporation upon the termination of the Administrative Support Person's(s) employment.
5. The contract may be for a specific time period or an open-ended contract with the right for either party to terminate the agreement with a 30 day written notice.
6. The Executive Committee shall review the current contract(s) in Nov/Dec of the current year in regards to the needs of the Corporation, the work load distribution, the performance(s) of the current Administrative Support Person(s) and if any adjustments in pay are warranted. The resulting changes if any are then to be presented to the Board of Directors at their first meeting in the following year. The Board approved changes to any Administrative Support Person(s) contract(s) shall run from Feb 1 to Jan 31 of the following year. If there is a need to issue a new contract during the contract year the new contract will run from the time approved by the Board of Directors to Jan 31 of the following year.

B. The Administrative Support Person(s) shall in general provide the following functions, which may be added to or deleted from the actual function covered by the contract(s) and which must not overlap (except where the work load requires more than one person) when there are two or more Administrative Support Persons..

1. Cause to record and preserve committee, work group and individual efforts that involve the business, heritage and history of the organization
2. Act as an organizational participant for our sponsored events and membership meetings whose nature requires and is facilitated by the action and presence of that individual.
3. Act and function under the direction of the Executive Committee through the President and in her/his absence, the First-Vice President, to provide secretarial duties generally attributed to that position.
4. The Administrative Support Person(s) is/are charged by its members with maintaining the organization's comprehensive programs. He or she shall carry out the directions of the President and the Executive Committee in accordance with Board Policy.
5. The Administrative Support Person(s) shall be immediately responsive to the President and members of the Executive Committee in administering the day-to-day operations and shall attend all Board and Executive Committee meetings, but shall have no vote.
6. The Administrative Support Person(s) may recommend such policies, programs and procedures as appear reasonable to further benefit the organization to the Executive Committee for consideration by the Board.
7. The Administrative Support Person(s) shall keep all organizational records current, including those submitted by committee chairs, written or oral, and filed for Executive, Finance Review or Archives Committee review.
8. The Administrative Support Person(s) shall prepare or cause to be prepared such reports of whatever kind and nature as are required by the Board and shall prepare an Agenda for all meetings of the Board and the Executive Committee, together with explanatory notes, if any are required.
9. Digital services such as but not limited to nor mandatory: membership rosters, distribution lists for various groups such as all members, Board of Directors, certain committees etc. for e-mails, advertisements, and other notices as well as websites , newsletters and other digital services/media as needed.
10. The Administrative Support Person(s) shall work with Community Service Committee representatives to schedule their reports during our Board of Directors meetings and include the request in the next Board meetings agenda. The Administrative Support Person(s) shall keep a listing of both the other organization names and their representative's name and provide a copy there of to our web-master to be listed on our web-site following the listing of our Corporate Standing Committees The following paragraph will be renumbered to "11."

10. The title for any Administrative Support Person(s) shall be Administrator Xxxx where Xxxx describes the area/services performed by the individual. Possible examples: Administrator General Services, Administrator Financial Services, Administrator Digital Services.

ARTICLE XI Annual Report of the Treasurer

At the end of each calendar year, a statement shall be made in writing and filed with the Corporation, by the Treasurer, showing all moneys received by the Corporation, and how expended, which statement shall be on file and open to inspection by all members of the Corporation and upon request by members of the public.

ARTICLE XII Meetings of the General Membership

Section 1. Meetings of the General Membership shall be held at least two (2) times during each calendar year, upon the call of the President, a Vice-President, or the Board of Directors of the Corporation. The notice of each meeting shall be mailed and/or e-mailed to the members of the Corporation at least five (5) days prior to the date of the meeting and shall state the purpose, place and time of the meeting. A meeting of the Membership includes the Annual Meeting.

Section 2. Ten percent (10%) of the members of the Corporation in good standing, in attendance at any duly called meeting of the Corporation, shall constitute a quorum for the transaction of business.

ARTICLE XIII Indemnification

Section 1. The Corporation shall indemnify, defend and hold harmless any person who was or is a party, or is threatened to be made party, to any threatened, pending or completed action, suit, or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a Director or Officer of the Corporation. The Corporation shall indemnify such person against all expenses, liability and loss, including attorneys' fees, judgments, fines and amounts actually and reasonably incurred by him or her in connection with such action, suit or proceeding to the fullest extent authorized by Missouri law, as the same exists or may hereafter be amended.

Section 2. The right to indemnification conferred by this Article shall be a contractual right. Such right shall include the right to be paid, by the Corporation, expenses incurred in defending a civil or criminal action, suit or proceeding prior to its final disposition. The Board shall authorize such advance payment upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article.

Section 3. 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 provision of law or these bylaws. Indemnification shall continue as to a person who has ceased to be Director or Officer, and his or her heirs, personal representatives or assigns shall succeed to his or her rights under this Article.

Section 4. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer 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.

Section 5. Directors and Officers shall not receive any compensation for any services rendered in their official capacity; however, nothing herein contained shall be construed to preclude a Director or Officer from receiving reimbursement from the Corporation for expenses incurred in serving the Corporation or on its behalf, or from receiving compensation for services actually rendered the Corporation in any other capacity.

ARTICLE XIV Conflicts of Interest

Section 1. A conflict of interest is a transaction with the Corporation in which a Director or Officer has material interest. A material interest will be presumed in any transaction from which a Director or Officer would receive a fee, commission or bonus, whether directly or indirectly. Conflicts of interest include those directly involving the Director or Officer or indirectly through a spouse, child or other close family relationship. The potential conflict could also be created by a direct or indirect interest in an issue before the Board for action such as a vote on an issue affecting a competitor's business.

Section 2. Any duality of interest or possible conflict of interest on the part of any Director or Officer shall be disclosed to the other Directors and made a matter of record through an annual procedure and also when the interest affects or potentially affects Board action.

Section 3. Any Director or Officer having a duality of interest or possible direct or indirect conflict of interest or any matter shall not vote or use his or her personal influence on the matter, and he or she shall not be counted in determining the quorum for the meeting at which such vote occurs, even when permitted by law. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the quorum.

Section 4. All new Directors and Officers will be advised of this policy.

ARTICLE XV Removal from Office

Section 1. At the discretion of the Board, and by two-thirds (2/3) majority vote of the full Board, a Director or Officer may be removed from his or her position or office in the event the Board determines a person has committed malfeasance of office.

Section 2. If a Director or Officer fails to attend four (4) scheduled Board or Executive Committee meetings a year it may result in removal from the position on the Board (and as an officer, if applicable), and the vacant Directorship (or Office) may thereafter be elected by the Board. Any such removal shall require a two-thirds (2/3) majority vote of the full Board.

Section 3. Prior to a vote to remove an Officer or Director from the Board, the person in question shall be given the opportunity to provide a written or oral statement to the Board giving reasons for remaining in the position that he or she has held.

ARTICLE XVI Board Policies, Practices and Procedures

The Board of Directors may from time to time establish such policies, practices and procedures as it deems advisable to help assure the health, viability and longevity of the Corporation as follows:

Section 1. Where there is a need for policies, practices and procedures (PPPs) to address matters that impact relations between two (2) or more committees, a committee(s) and the appropriate Administrative Support Person(s), an Officer and any other Officer or the appropriate Administrative Support Person(s) and/or any of these and a contracted person or entity, any Officer, Board Member, Committee Chair or appropriate Administrative Support Person may submit or any other member may submit through any one of the forgoing persons, a policy and/or practice and/or procedure (PPP) in writing. The proposed (PPP) shall be mailed and/or e-mailed at least three weeks prior to the next meeting of the Board of Directors or Executive Committee meeting to all Officers, and Board Members plus any Committee Chairs and/or the appropriate Administrative Support Person(s) that can be reasonably expected to be impacted by the proposed (PPP). At the next duly called meeting of the Board of Directors or Executive Committee a simple majority vote at a duly called meeting is required to pass the proposal. Following the adoption of a (PPP) the Administrative Support Person(s) shall inform the full Board and appropriate committee chairs.

Section 2. In particular the Board, along with the appropriate input from committee chairs and, when impacted, the appropriate Administrative Support Person, shall establish (PPPs) related to time-sensitive items and/or actions. Such time-sensitive items, functions and/or actions include, but are not necessarily limited to, checking accounts, savings accounts, post office boxes, trusts holdings, databases, computer access, and archive materials that are under lock or limited access. These (PPPs) should address at a minimum, the potential negative impact caused by the inability, whether temporary or long term, of the person primarily responsible for the time sensitive item(s), function(s) and/or action(s) to perform such. These (PPPs) should address not only who has access, but the conditions of and the order of succession of access, while protecting the person primarily responsible for the time sensitive item(s), function(s) and/or action(s) from undue interference.

Section 3. Each committee shall establish (PPPs) related to its own specific functions and may do so without specific Board approval. These (PPPs) shall serve to augment the Bylaws and those (PPPs) established by the Board, and/or that which is described in Section 1 and Section 2 of this Article. A copy of each committee (PPPs) shall remain on file with the Chair of the Bylaws Committee, as well as with the appropriate committee chair. The (PPPs) of each committee, and revisions thereof, may require Board approval by a simple majority vote at a duly called Board meeting, if the Board or Executive Committee calls for a review and modification of the PPP.

ARTICLE XVII Amendments to Bylaws

The Bylaws of the Corporation may be amended by two-thirds (2/3) vote of the members of the Corporation present at any duly called meeting of the Corporation, provided that either (1) said amendment has been duly adopted by the Board of Directors and recommended to the membership for approval; or (2)

notice of the proposed amendment containing the substance thereof in writing subscribed by three (3) members of the corporation, shall be given and publicly read at a meeting of the Corporation prior to the taking of a vote thereon.