

Bylaws of The Center of Wichita, Inc.
As proposed December 2019

ARTICLE 1. ADMINISTRATION

- Section 1. The name of the non-profit community-based organization will be The Center of Wichita, Inc. For the purpose of this document, the organization will be hereafter referred to as The Center.
- Section 2. The non-profit community-based organization will be governed by its bylaws and additionally by the policies and procedures as outlined by state and federal law.
- Section 3. The principal office and the place where the books and records of The Center will be kept with the address that is on file with the Kansas Secretary of State's Office. The web address of the non-profit community-based organization is <https://www.thecenterofwichita.org/>
- Section 4. The governing group of The Center is the Board of Directors and their role is further described throughout this document.
- Section 5. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or the state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the District Courts of the county in which the principal office of the organization is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 2. MISSION AND PURPOSE

- Section 1. Mission Statement: The Center is an education and outreach organization working locally to provide a safe space, resources, and inter-organizational support for the LGBTQ+ population. The Center maintains a resource library, meeting facility, and a youth group, as well as sponsoring independent secondary groups to support those aims.
- Section 2. The Center is an Equal Opportunity/Affirmative Action Employer. People of color, women, transgender and gender non-conforming people, and individuals of diverse backgrounds are encouraged to apply.

ARTICLE 3. CORPORATE STATUS AND LIMITATIONS

- Section 1. The Center is organized for charitable, educational, and scientific purposes under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Those provisions will reflect the governance of this organization.

- Section 2. The Center will not permit any of its net earnings to be used for the personal benefit of any Board of Directors member, staff, or member unless as a salary or reimbursement.

ARTICLE 4. BOARD MEETINGS

- Section 1. The annual meeting will take place during the month of January.
- Section 2. Additional Board meetings may be called as needed with approval of the Board of Directors. The Board shall meet at least 6 times per year.
- Section 3. A quorum consists of a simple majority of the Board of Directors.
- Section 4. Proxy voting is permitted provided the member gives written notice which must contain the specific item being voted on and their vote, to any other Board member prior to any scheduled meeting in which voting will occur. Board members may attend meetings via teleconference.
- Section 5. Meetings of the Board of Directors will be held regularly at The Center unless notice is given that the meeting will be held elsewhere or at more irregular intervals. If so, the time and place of the meeting(s) will be set by the Board of Directors and give adequate notice to all of Board of Directors members as provided in these bylaws.
- The Board of Directors members of The Center will obtain reports, setting forth reasonable detail, the business transacted by The Center, progress on designated activities, as well as other aspects and needs of The Center. Meetings will be conducted in compliance with Roberts Rules of Order.
- Section 6. It will be the duty of the Chair of the Board of Directors to call special meetings whenever so requested by three (3) officers or a simple majority of the current Board of Directors.
- Section 7. Notice of the time and place for all meetings will be given by telephone, email, or regular mail and will be given to each member of the Board of Directors and any other persons pertinent to current business of the Board of Directors. Those notices will be given not less than five (5) business days prior to the called meeting. It is the responsibility of each Board of Directors member to provide the Secretary with contact information.

ARTICLE 5. COMPOSITION, ELEGIBILITY, AND SELECTION TO THE BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of no more than nine (9) members in good standing.
- Section 2. Eligibility for Board Membership
 - To be eligible to hold any Board seat a person must be:
 - Legally registered to vote in the State of Kansas, with an exception of the youth representative.

- May not be on any offender registry.
- Section 3. Removal from Office
 - Any Failure to disclose a loss of voting rights under Kansas law shall:
 - be considered a gross violation of the Bylaws;
 - may subject the member to immediate removal from any office(s)
 - Removal from Office under this section shall occur upon a majority vote by any one of:
 - The Center's Executive Committee
 - The Center's Eligible Board of Directors
 - A member who is the subject of any vote under this Article must abstain from voting on any motion made under this Article of the Bylaws.
 - The voting registration requirement of Section 2 of this Article may be waived at any time by a supermajority of The Center's Board of Directors
- Section 4. Board of Directors Selection
 - At each annual meeting, the Board of Directors shall, by majority vote, select individuals to serve as officers and members of the Board.
 - Board members shall serve terms of one year to be elected at the annual meeting.
- Section 5. All Board of Directors members are expected to attend regularly scheduled and special called meetings.
 - In the event they are unable to attend, they must contact any member of the executive committee by phone, e-mail or in person prior to the scheduled meeting.
 - An absence is deemed excused upon majority vote of the Board of Directors.
- Section 6. A director may be dismissed for lack of attendance (deemed as 3 unexcused absences from regularly scheduled Board of Directors meetings).
- Section 7. Vacancies on the Board may be filled by a majority vote of the Board.

ARTICLE 6. OFFICERS

- Section 1. The officers of The Center will be the Executive Board: Chair, Vice-Chair, Secretary, and Treasurer.
- Section 2. If any office becomes vacant, the Board of Directors shall select a replacement for the remainder of the term.
- Section 3. Officers of the Board are empowered to spend no more than \$100 on behalf of the organization without approval of a majority of The Executive Board.

ARTICLE 7. DUTIES OF OFFICERS

- Section 1. The Chair

- Presides at all meetings of the Board of Directors and performs duties as the Board of Directors may assign.
- The Chair shall supervise the affairs of The Center in accordance with policies and directives approved by the Board of Directors.
- The Chair shall, with the treasurer, oversee the preparation of the budget; and shall perform all such other duties as they may arise.
- The Chair is the primary spokesperson for The Center and may designate other spokespeople as needed.
- Section 2. The Vice-Chair
 - Shall assume the duties of the chair when the Chair is vacant
 - Assist in the maintenance of the various sponsored groups of The Center.
- Section 3. The Secretary
 - Keeps minutes and records of all meetings of The Center.
 - The Secretary receives and keeps as property of The Center all documents, addresses, and reports of The Center.
 - The Secretary gives all notices as required by these bylaws or by law and generally performs all duties customary to the Office of Secretary.
- Section 4. The Treasurer
 - Receives and supervises the safekeeping and expenditure of the funds and investments of The Center
 - Prepares and distributes budget reports at appropriate meetings of the Executive Board, or Board of Directors
 - Supervises the procedures of receipt, collection, recording, and safekeeping of all funds as well as the procedures for disbursements in the books of The Center
 - Deposits all monies and other valuable effects in the name of The Center in such depositories selected by the Board of Directors
 - Makes the financial books and records of The Center available for examination and audit by independent accountants.
- Section 5. In addition to the duties and powers provided in these bylaws, the Officers will exercise such powers and perform such duties as determined appropriate and necessary by the Board of Directors.

ARTICLE 8. COMMITTEES

- Section 1. All Standing Committees will be created and dissolved only through a supermajority of all Board of Directors members in good standing. Such committees will

report directly to the Board of Directors. All committees are expected to report all actions, taken or under consideration, to the Board of Directors at each regularly scheduled meeting.

- Section 2. Ad Hoc Committees can be formed and dissolved by a majority vote of the Board of Directors present at a regularly scheduled meeting. The Board shall appoint one of its members to chair any Ad Hoc Committee. Committee chairs may appoint such committee members as they choose. Ad Hoc Committees must report to the Board at regular meetings or at other such times as directed by the Board of Directors.

ARTICLE 9. CONFLICT OF INTEREST

- Section 1. Whenever a Board of Directors member has a financial or personal interest coming before the Board of Directors, the Board shall ensure that:
 - The interest of such Board of Directors member is fully disclosed to the Board of Directors.
 - No interested Board of Directors member may vote on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
 - The best interests of The Center will govern any transaction in which a Board of Directors member has a financial or personal interest. Members of the Board of Directors who have no financial or personal interest to be gained shall duly approve the matter.
 - Payments to the interested Board of Directors member shall be reasonable and shall not exceed fair market value.
 - The minutes of the meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.
- Section 2. No Board member shall be liable for any action that results from a judgment error that was made in good faith.
 - However, Board members shall be liable for willful misconduct or the failure to act in good faith while acting under the authority of these bylaws.
 - Board members shall be indemnified against any lawful actions taken on behalf of the corporation.
- Section 3. The Board of Directors shall approve one or more bank accounts. Only the Chair, Vice Chair, and Treasurer are authorized to sign on behalf of The Center.

ARTICLE 10. AMENDMENTS & CHANGES

- The language of the proposed amendments must be presented to the Board of Directors no fewer than 28 days prior to amendments of the bylaws
- All amendments must be approved by $\frac{3}{4}$ of the current Board of Directors

ARTICLE 11. CORPORATE PROPERTY

- Section 1. Name, Logos, and Intellectual Property
 - The Center shall maintain sole and exclusive right to the use of its corporate name and all other brand or event names, logos and intellectual property as designated by the Board or executive committee
 - Use of any of these for promotion, advertising, fund-raising, and/or any type of solicitation must be pre-approved in advance by the Board or the executive committee.
- Section 2. Records and Property
 - The Center shall maintain ownership of all property purchased by or donated to the Corporation and its sponsored projects and programs, unless a simple majority of the Board authorizes that property to be discarded, sold or gifted to another individual or organization.
 - The Center shall maintain sole and exclusive ownership of all records of the Corporation including, but not limited to, meeting minutes, budgets, books of fiscal accounting, contracts, correspondences, and all other written or electronic records of the organization's activities and/or plans for furthering of its purposes.
 - Any individual in possession of the above, who severs their ties to the Corporation must return or cause to be returned all such items to an Officer of the Corporation.
 - All social media including but not limited to websites, Facebook accounts, Twitter accounts, and Board Member's officer-specific email accounts shall be considered property of The Center; Board Members shall have passwords available to no less than two separate members of the Executive Board. Such passwords shall be changed if and when a Board Member transitions out from their office for any reason.