

Bylaws of Equality Kansas, Inc.

As Amended 4/26/2015

Article 1: Identification

Section 1: Name, Primary Office Location, and Chapter Convention

The name of this organization shall be Equality Kansas, Inc. The principal office of Equality Kansas, Inc., shall be in Sedgwick County, Kansas. The Chapter Convention shall be held in the month of January each year, at a place to be determined by the Chapter Conference.

Section 2: Mission

Our mission is to end discrimination based on sexual orientation and gender identity/expression, and to ensure the dignity, safety and legal equality of all Kansans.

Section 3: Not-for-Profit status

The mission, activities, and policies of Equality Kansas, Inc., shall be consistent with those set forth in Section 501(c)(4) of the Internal Revenue Code.

Section 4: Dissolution

Upon dissolution of the corporation and at the direction of the Chapter Conference, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code, or corresponding Section of any future federal tax code, or shall be distributed to the state or a local government for a public purpose.

Article 2: Non-Discrimination and Diversity

Section 1: Non-discrimination

Membership and participation in Equality Kansas, Inc., shall be free from discrimination on the basis of race, color, religion, age, national origin, gender, disability, sexual orientation, gender identity, or political affiliation.

Section 2: Diversity

Equality Kansas views diversity as a core value. We welcome and appreciate the wide range of human abilities and differences, including race, gender, gender expression, age, disability, religion, culture, sexual orientation, ethnicity, national origin, and socio-economic status. We will adopt a pluralistic framework in the development and delivery of our trainings, educational materials and programming, and political activism. We will reach out to all Kansans to ensure that our Chapter Conference, chapters, and general membership are reflective of the diversity of the communities in which we live.

Article 3: Definitions

Section 1: Notice

Any notice to Conference members required to be given by these Bylaws may be given by mailing the same to the member thereto at his/her address (either physical or electronic) as shown on the current record of members and such notice shall be deemed to have been given at the time of the dispatch of such mailing. Any notice required by these Bylaws may be waived by the person entitled to such notice.

Section 2: Quorum

A Quorum of the Chapter Conference shall be a majority of the currently serving members of the Conference.

Section 3: Supermajority

A supermajority shall be 75% (seventy-five percent) of all currently serving members of the Chapter Conference.

New Section 4: Region

A region is a collection of counties organized into a chapter.

New Section 5: Territory

A territory is any county not organized as part of a chapter.

Article 4: Chapters

Section 1: Chapter Definitions

Each Chapter shall have its own rights, privileges, and responsibilities to Equality Kansas, Inc., as enumerated below:

- (1) Shall incorporate independently, and shall adopt uniform bylaws as defined by the Chapter Conference.
- (2) Shall use the name of the statewide organization and a locational identifier.

- (3) Must meet minimum standards set for all chapters, as defined by the Chapter Conference
- (4) Shall contribute a percentage, as determined by the Chapter Conference, of net donations and dues income to statewide organization
- (5) Shall control appointment of two representatives to the Chapter Conference and an Alternate Representative.
- (6) Shall have an autonomous local Board of Directors, elected by members local to each chapter
- (7) May appoint local members to each statewide ad hoc committee
- (8) Shall provide the State Secretary with a current list of Chapter members
- (9) Unless given a waiver by a majority of the Equality Kansas Executive Committee, no chapter, officer, or staff member may advocate for any public policy that, if inclusive of either sexual orientation or gender identity, is not inclusive of both.
- (10) Unless given a waiver by a majority of the Chapter Conference, no chapter, officer, or staff member may author or advocate for any public policy initiative that, if inclusive of either sexual orientation or gender identity, is not inclusive of both.

Section 2: Qualifications for Membership

Chapters are to be admitted by a supermajority vote of the Chapter Conference. All chapters shall meet chapter standards as defined by the Chapter Conference. Organizational membership will be reviewed and audited periodically on a schedule to be determined by the Chapter Conference.

New Section 3: Assignment of Regions

- (1) Upon admission as a chapter, the Chapter Conference shall approve the counties to be included within its region. No county shall be reassigned from one chapter to another, or removed from a chapter's existing region, without consent of the chapter's representatives to the Chapter Conference. A chapter must be notified 30 days in advance of any vote to reassign counties in its region.
- (2) A chapter may petition the Chapter Conference for inclusion of adjacent unorganized counties in their region. Chapters must demonstrate active involvement by no fewer than three members in good standing in each county to be considered. An unorganized county may be added to a chapter's region by a majority of the Chapter Conference.

New Section 4: Abandoned Chapters

A chapter may be declared abandoned after failure to participate in a Chapter Conference meeting for three consecutive months.

- (1) The declaration of abandonment may be made by a majority of the Executive Committee, or a majority of the Chapter Conference. A chapter in abandonment shall not be considered when calculating quorum or supermajority requirements for the Chapter Conference.
- (2) The state Executive Committee shall email a Notice of Abandonment to all chapter members.
- (3) Within 30 days of Notice of Abandonment, any chapter member in good standing may request the Executive Committee conduct a re-organization meeting for the chapter, at which new chapter leadership may be elected.

Section 5: Removal of Chapters

Chapters may only be removed for cause, and only by a supermajority vote of the Chapter Conference. Chapters may only be removed for gross violation of Mission Statement or Bylaws, for failure to meet minimum chapter standards, or failure of designated representatives to attend or participate in scheduled meetings.

Article 5: Individual Membership

Section 1: Chapter Membership

All individual members of Equality Kansas, Inc., shall be members of the chapter in the region in which they reside. Individuals residing in regions without chapter representation shall be assigned to the chapter nearest their residence.

Section 2: Qualifications for Membership

Membership is open to all who choose to join. Members in good standing will generally support the mission of Equality Kansas, Inc. and are current in their dues.

Section 3: Dues

Annual membership dues shall be determined by the Chapter Conference, and are payable to the chapter to which the member belongs.

Section 4: Removal of members

Chapter members may be removed only for cause, and only by the board of the chapter to which they belong, in accordance with their chapter bylaws. Cause is limited to:

- (A) Failure to pay dues
- (B) Gross violation of bylaws
- (C) Misrepresentation of organization
- (D) Actions against Mission Statement or Statement of Purpose

Article 6: Eligibility for Office

Section 1: Voting Registration

To be eligible to hold any board seat, office, committee chair or vice-chair, or designated committee vote in Equality Kansas, its chapters, or its committees, a person must be:

- A member in good standing;
- Current in their dues;
- Legally registered to vote in the State of Kansas.

Section 2: Removal from Office and Cancellation of Membership

- A) Any failure to disclose a loss of voting rights under Kansas law shall:
 - (1) Be considered a gross violation of the Bylaws;
 - (2) May subject the member to cancellation of membership;
 - (3) May subject the member to immediate removal from any office(s)
- B) Removal from Office under this section shall occur upon a majority vote by any one of:
 - (1) The Equality Kansas Executive Committee;
 - (2) The Chapter Conference;
 - (3) The Board of Directors of the chapter to which the member belongs;
 - (4) Any quorum of the membership of the chapter to which the member belongs.
- C) 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.

Section 3: Waiver and Appeal

- A) The voting registration requirement of Section 1 of this Article may be waived at any time by a supermajority of the Chapter Conference.
- B) Any member removed from office and/or membership under the provisions of Section 2 of this Article may appeal their removal to the Equality Kansas Executive Committee. The appeal must be made in writing, and if successful, shall be ratified by a supermajority of the Chapter Conference.

Article 7 Chapter Conference

Section 1: Membership and Duties

- (A) The powers, duties, and functions of the Corporation shall be exercised by the Chapter Conference.
- (B) The Chapter Conference shall be composed of two representatives appointed by each of the chapters and a maximum of three (3) At-Large Directors.
- (C) Respective chapters shall have sole determination regarding the qualifications of a representative.
- (D) At-Large members are to be selected to accommodate needed special skills and diversity, or as honorary members, and should represent geographically diverse regions of the state.

Section 2: Meetings of the Chapter Conference

- (A) The Chapter Conference shall meet monthly. Meeting locations shall rotate among the home offices of chapters, and may be attended by teleconference.
- (B) Meetings of the Chapter Conference will be conducted in accordance with Roberts Rules of Order.

Section 3: Removal from Office

Representatives to the Chapter Conference may be removed only by a supermajority vote of the Chapter Conference, and only for gross violation of bylaws, misrepresentation of the organization, or acts against the mission of the organization.

Article 8: Officers of the Chapter Conference

Section 1: Election of Officers

- (A) Officers shall be elected, at the annual meeting, by the Chapter Conference to terms of two years.
- (B) The offices of Chair and Secretary shall expire in even-numbered years, and the offices of Vice-chair and Treasurer shall expire in odd-numbered years.

Section 2: Responsibilities of the Officers

- (A) Chair: The Chair shall, subject to the control of the Conference, preside at meetings of the Conference and all meetings of the Membership, and generally supervise, direct, and control the business and the officers of the Conference. The Chair shall have such other powers and duties as may be prescribed by the Conference or the Bylaws.
- (B) Vice-chair: In the absence or disability of the Chair, the Vice-chair shall perform all the duties of the Chair and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair.
- (C) Secretary: The Secretary shall attend to the following:
 - (1) Book of Minutes: The Secretary shall keep or cause to be kept at the principal office or such other place as the Conference may direct a Book of Minutes of all meetings and actions of the Corporation, the Board and the Executive Committee, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the number of members present or represented at members' meetings, and the proceedings of such meetings.
 - (2) Membership records: The Secretary shall keep or cause to be kept at the principal office, as determined by resolution of the Conference, record of the members showing the names and addresses of all members.
 - (3) Notices, Seal, and other duties: The Secretary shall give or cause to be given, notice of all meetings of the Corporation and of the Conference required by the Bylaws.
- (D) Treasurer: The Treasurer shall:
 - (1) Keep or cause to be kept an account of all monies received and expended for the use of the Corporation. All sums received shall be deposited in the bank or banks approved by the Conference
 - (2) Make a report thereon at the annual meeting and at such other times as called for by the Conference.
 - (3) Provide to the Conference and to those members of the Corporation who request it in writing, within 30 days of the close of its fiscal year, a report containing the following information in reasonable detail:
 - (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
 - (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
 - (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
 - (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

Article 9: Records and Reports

Section 1: Maintenance and inspection of Articles and Bylaws

The Corporation shall keep the Bylaws, as amended to date, posted on the Equality Kansas website.

Section 2: Inspection by Board members

Every Chapter Conference member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind, as well as the physical properties of the Corporation.

Article 10: Standing Committees

Section 1: Committees

(A) *Executive Committee*

- (1) The Executive Committee shall consist of the Chair, the Vice-chair, the Secretary, Treasurer, and the chair of the political action committee.
- (2) The Executive Committee shall administer or cause to be administered the ordinary and necessary business of the Corporation, and shall be responsible for such duties as required or empowered by the Conference.
- (3) The Executive Committee shall cause to be recorded, and all members of the Conference kept promptly and fully informed of, all actions taken by it.

(B) *Legal Committee*

- (1) Purpose: The purpose of the legal committee shall be to provide the state organization with legal advice as required and to serve as a resource for members, and others, regarding questions related to the mission of the organization.
- (2) Membership: Subject to subsection a, each Chapter may appoint one or more members to serve on the legal committee. Each Chapter must designate a single representative as the voting member.
 - (a) Membership shall be limited to attorneys licensed to practice law before the courts of any state, commonwealth, or territory of the United States and in good standing with their governing authority.
 - (b) The Chair and Vice-Chair, Treasurer, and Secretary of the organization shall serve as ex-officio, non-voting members of the committee.
- (3) Committee Officers: The committee chair and vice chair shall be appointed by a majority of the Chapter Conference.

(C) *Political Action Committee [PAC]*

- (1) Organization: The PAC shall be organized as required by the laws, rules, and regulations of the State of Kansas and shall adopt, subject to approval of the Chapter Conference, By-Laws for the PAC.
- (2) Membership: Each Chapter may appoint one or more members to serve on the PAC. Each Chapter must designate a single representative as the voting member.
- (3) Committee Officers: The PAC Chair and Treasurer shall be appointed by a majority of the Chapter Conference.

(D) *Removal of Standing Committee Members*

A member of a standing committee may be removed by the chapter or a super majority vote of the Chapter Conference, except that, a member of the legal committee who is disbarred, suspended from the practice of law, or who is otherwise unable to lawfully practice shall immediately cease to be a member of the legal committee.

Section 2: Ad-Hoc Committees

- (A) Creation: Ad-Hoc Committees may be created, for a variety of purposes, by a majority vote of the Chapter Conference. Ad-hoc committees will lead grass-roots involvement in Statewide and chapter organizational activities.
- (B) Membership and Voting: Each Chapter may appoint one or more members to serve on ad-hoc committees. Each Chapter must designate a single representative as the voting member.
- (C) Committee Officers: Ad-hoc committee chairs and vice chairs shall be appointed by a majority of the Chapter Conference.
- (D) Meetings and Quorums: Meetings of ad-hoc committees will meet at times and places as determined by a general consensus of the committee members, and may be attended via teleconference. A quorum shall be a majority of the serving voting committee members.
- (E) Removal of Ad-Hoc Committee Members: Ad-hoc committee members may be removed by their chapter or by a super majority vote of the Chapter Conference.
- (F) Dissolution of Ad-Hoc Committees: An Ad-Hoc committee may be dissolved by a majority vote of the Chapter Conference.

Article 11: Confidentiality

Equality Kansas, Inc., will not sell or otherwise make individually identifiable membership information available to any other group or party without the written consent of the member.

Article 12: Emergency Suspension of the Bylaws

Specific provisions of these bylaws may be suspended by a unanimous vote of all current members of the Chapter Conference. Suspensions must be limited to sixty (60) days.

Article 13: Amendments to the Bylaws

These bylaws may be amended by a supermajority vote of the Chapter Conference. All current members of the Chapter Conference must be provided with the final language of any amendment no fewer than thirty (30) days in advance of any vote to amend.