

# Bylaws of Equality Kansas of \_\_\_\_\_, Inc.

## Article 1: Identification

### Section 1: Name

The name of this organization shall be Equality Kansas of \_\_\_\_\_, Inc. (herein referred to as this Chapter/the Chapter).

### Section 2: Principal Office

The principal office of this Chapter shall be in \_\_\_\_\_ County, Kansas.

### Section 3: Mission

The mission of this Chapter 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 4: Diversity Policy

This Chapter views diversity as a core value. This Chapter welcomes and appreciates the wide range of human abilities and differences, including race, gender, gender identity or expression, age, ability, religion, culture, sexual orientation, ethnicity, national origin, and socio-economic status. This Chapter will adopt a pluralistic framework in the development and delivery of trainings, educational materials and programming, and political activism. This chapter will reach out to all Kansans to ensure that the Chapter Conference, chapters, and general membership are reflective of the diversity of Kansas's communities.

### Section 5: Relationship to Equality Kansas, Inc.

#### A) *Integration with Parent Organization*

This Chapter shall be a fully integrated chapter of Equality Kansas, Inc. (herein referred to as Chapter Conference), and shall enjoy all the rights and responsibilities thereof.

#### B) *Chapter Conference Bylaws*

This Chapter shall be subject to the bylaws of the Chapter Conference, a copy of which is attached. The bylaws of the Chapter Conference are part and parcel of these bylaws, as if reiterated herein.

#### C) *Chapter Conference Resolutions*

This Chapter shall be subject to all duly adopted resolutions and policies of the Chapter Conference.

#### D) *Chapter Conference Monies*

Monies given to this chapter by the Chapter Conference may only be spent as budgeted.

### Section 6: Not-for-Profit Status

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

## Article 2: Members

### Section 1: Individual Membership

#### A) *Admission*

Membership is open to all who choose to join, except where limited herein.

#### B) *Duties*

Members shall be in good standing if they support the mission of this Chapter and are current in their dues.

#### C) *Nondiscrimination Policy*

Membership and participation in this Chapter shall be free from discrimination on the basis of race, gender, gender identity/expression, age, ability, religion, culture, sexual orientation, ethnicity, national origin, socio-economic status, or political affiliation.

#### ***D) Residence Requirement***

All individual members of this Chapter shall reside, for the major part of the year, in the region represented by this Chapter. Individuals residing in regions without chapter representation shall be assigned to the chapter nearest their residence.

#### **Section 2: Dues**

Annual membership dues shall be determined by the Chapter Conference, and are payable to the member's Chapter. The Chapter shall forward to the Chapter Conference fifty (50) percent of all dues collected or assessed.

#### **Section 3: Privileges**

All members in good standing may vote. Members may serve as directors and officers except where limited herein. All members may serve on committees as regular members. All members may attend and participate in all functions, meetings and programs of the Chapter.

#### **Section 4: Meetings Called by Petition**

Meetings may be called by written petition of at least ten (10) percent of the membership in good standing. Meetings called by petition may be for any purpose consistent with these Chapter and Chapter Conference bylaws.

#### **Section 5: Annual Meeting**

The Chapter shall meet annually, in \_\_\_\_\_, at a time, place and date determined by the Board. The purpose of the meeting is to elect members of the Board, to conduct other such business as may properly come before the membership and to provide information to the membership regarding the actions and activities of the organization during the preceding year. Notice of the meeting shall be given at least thirty (30) days prior to its convening and shall specify the place, the day and the hour of such meeting. Notice shall be given in writing either by posting to the Chapter Conference website or by either e-mail or U.S. mail to members' last known addresses.

#### **Section 6: Removal**

##### ***A) Cause for Removal***

Members may be removed only for cause, and only by a supermajority of the Board of the chapter to which they belong, in accordance with the chapter bylaws. Cause is limited to:

- 1) Failure to pay dues
- 2) Gross violation of bylaws
- 3) Misrepresentation of the organization
- 4) Actions against Mission Statement or Statement of Purpose

##### ***B) Appeal of Removal***

Any member removed according to the provisions of this section may appeal their removal to the Chapter Conference. The Chapter Conference shall determine the validity of the removal by a majority vote.

#### **Section 7: Proxy Votes**

A member in good standing unable to attend either the Annual, general or special membership meeting may designate in writing a member in good standing as his/her proxy. The written authorization for which the proxy is given must be clearly stated, and must clearly state the member's position on the general question.

### **Article 3: Board of Directors**

#### **Section 1: General Powers**

The powers, duties, and functions of the Chapter shall be exercised by the Board of Directors (herein referred to as the Board).

#### **Section 2: Number of Directors**

The number of directors shall be at least four (4). The number of directors shall not exceed \_\_\_\_\_.

### **Section 3: Director Eligibility**

#### ***A) Membership Status***

Directors shall be members in good standing of this Chapter.

#### ***B) Incorporation of Chapter Conference Requirements***

Directors must meet the eligibility requirements in the bylaws of the Chapter Conference.

#### ***C) Out of State Residents***

Members not residing in the State of Kansas are eligible to serve as directors, provided they reside in counties adjacent to the State of Kansas, meet the eligibility requirements in the bylaws of the Chapter Conference, and are registered to vote in the state containing the border county where they reside. A majority of the Board shall reside in the State of Kansas.

### **Section 4: Terms of Office**

#### ***A) Length of Terms***

The terms of office for all directors and officers are \_\_\_\_\_.

#### ***B) Staggering of Terms***

For directors whose terms are two years, no more than half of said directors shall be elected each year.

### **Section 5: Officers**

#### ***A) Elected Officers***

The elected officers of the Chapter shall be a Chair, Vice-chair, Secretary, and Treasurer. The chapter may have additional offices as the Board deems appropriate. Officers shall be elected at the Annual Meeting.

#### ***B) Duties of Chair***

The Chair shall preside at meetings of the Board and all meetings of the membership, and generally supervise, direct, and control the business and the officers of the Board.

#### ***C) Duties of 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.

#### ***D) Duties of Secretary***

The secretary shall be responsible for all tasks customarily the responsibility of such office, including but not limited to: maintaining all organizational minutes, maintaining records of attendance at all official meetings, maintaining membership records, to give or cause to be given notice of all meetings as required by the bylaws, and other such duties as prescribed by the Board and these bylaws.

#### ***E) Duties of Treasurer***

The Treasurer shall collect and disburse the funds of the organization and maintain all financial records, including but not limited to: maintaining records of all money received and expended for the use of the chapter, depositing and withdrawing money from the approved bank account(s) of the chapter, providing an accounting of the fiscal activity of the chapter at regularly scheduled meetings, responding to all official Board and governmental requests for reporting of fiscal information, maintaining records of the assets and liabilities of the chapter, and other such duties as prescribed by the Board and these bylaws. Treasurer shall make an annual financial report to the membership at the Annual Meeting.

### **Section 6: Vacancies**

Director and officer vacancies shall be filled for the remainder of the given term by a majority vote of the \_\_\_\_\_.

## **Section 7: Number of Meetings**

The Board shall meet a minimum of six (6) times a year.

## **Section 8: Teleconferencing**

Board meetings may be attended by teleconference.

## **Section 9: Quorum**

A quorum for the transaction of business shall be a majority of the Board. A quorum is required before a Board meeting may take place in which official transactions are undertaken.

## **Section 10: Compensation**

Directors and officers shall receive no compensation for their services in such capacity unless the Board authorizes compensation. Directors may be reimbursed for appropriately incurred expenses made on behalf of the Chapter, subject to the restrictions herein.

## **Section 11: Removal**

### ***A) Removal by the Board***

A director or officer may be removed by a majority vote of the Board, and only for:

- 1) Unexcused absence from three or more consecutive meetings,
- 2) Gross violation of bylaws,
- 3) Misrepresentation of the organization, or
- 4) Acts against the mission of the organization.

### ***B) Removal by the Membership***

Twenty-five (25) percent of the membership in good standing may petition for recall of a director or officer at a general or special meeting. A quorum for removal shall be a majority of the membership in good standing. A director or officer is removed upon a majority vote of members present. No other recall by the membership shall be valid.

### ***C) Notice***

Directors and officers subject to removal must be notified by either e-mail or U.S. mail to their last known addresses no fewer than fourteen (14) days prior to any removal vote.

## **Article 4: Representatives to the Chapter Conference**

### **Section 1: Chapter Conference Representatives**

The Chapter shall designate two members in good standing as representatives to the Chapter Conference. Representatives to the Chapter Conference shall be \_\_\_\_\_.

### **Section 2: Alternate Chapter Conference Representative**

The Chapter shall designate one member in good standing as an alternate representative to the Chapter Conference. The alternate representative may attend all Chapter Conference meetings, conference calls, and discussions, but may participate only in place of an absent Chapter Conference representative.

### **Section 3: Proxy Representatives**

In the event neither the Chapter Conference representatives nor the alternate representative are available to attend a meeting of the Chapter Conference, the \_\_\_\_\_, may designate, for the duration of one Chapter Conference meeting, proxy representatives. The Chapter shall notify the Chair or Vice-chair of the Chapter Conference of any such substitutions.

## **Article 5: Chapter Financial and Communications Assets**

### **Section 1: Chapter Assets**

The chapter shall maintain chapter-owned bank accounts, mailing addresses, telephone numbers, email addresses, Facebook pages, and optionally Twitter and Paypal accounts, in the chapter's name.

**A) *Mailing Address***

The chapter shall maintain a permanent mailing address. Chapter mailing addresses must be maintained at a post office box leased at a US Post Office, or at any “Commercial Mail Receiving Agency” authorized to accept mail on behalf of the chapter. For purposes of these bylaws, “Commercial Mail Receiving Agencies” are defined as those businesses that accept USPS mail under the provisions of the USPS Domestic Mail Manual, Chapter 508, Section 1.8.4. (<http://pe.usps.com/text/dmm300/508.htm>). It shall be the chapter’s responsibility to pay for their mail service.

**B) *Telephone Number***

The chapter shall maintain a permanent telephone number. The phone number may be a virtual phone service, VOIP, cellular, or landline. The telephone account must be held in the name of the chapter. It shall be the chapter’s responsibility to pay for, if necessary, their telephone service. Chapter shall use their official email address as login to their telephone account.

**C) *Email Address***

The chapter shall use, in all communications with its members, the permanent email address assigned to the chapter, the permanent mailing address, and permanent phone number. Chapters may publish personal contact information only as secondary or emergency contacts. It shall be the responsibility of the Executive Committee of the Chapter Conference, acting through the Executive Director, to pay for and providing hosting for all chapter email accounts.

**D) *Facebook***

The chapter shall maintain a Facebook page in the name of the chapter. Chapters may, at their discretion, also maintain a Facebook group in the name of the chapter. In addition to chapter members assigned by the chapter to maintain the Facebook page and group, the chapter shall assign administrative rights to those pages and groups to the state Executive Director and State Chair.

**E) *Twitter***

The chapter may, at their discretion, maintain a Twitter account in the name of the chapter. Chapters shall use their official email address as the login name

**F) *Paypal***

The chapter may, at their discretion, maintain a Paypal account linked to the chapter’s primary bank account. Chapters shall use their official email address as the login name.

**G) *Other Social Media Assets***

The chapter may, at its discretion, create such additional social media assets as it sees fit. All social media assets shall be held in the name of the chapter, and the chapter shall use their official email address as the login name.

**Section 2: *Continuity of Assets***

It is the policy of the Chapter Conference that all chapters provide for continuity of the chapter in the event chapter leadership is unable or unwilling to continue in a leadership role.

**A) *Access Information***

For each asset described in Section 1 of this Article, the chapter shall place, in a sealed envelope, one mailbox key, and the account names, numbers, passwords, secret questions and answers, document copies, and any other materials needed to access each asset. The envelope shall be signed across the seal by an authorized representative of the chapter, and by the state Executive Director or one member of the state Executive Committee who is not a member of the chapter.

**B) *Custodian of Records***

The chapter shall deposit the envelope described in Paragraph A with the state Executive Director or a member of the state Executive Committee. The custodian of records shall be of the chapter’s choosing, but may not be a member of the chapter.

**C) Notification to Vendors**

Each vendor providing an asset described in this Article shall be notified of the name of the custodian of records described in Paragraph B. The custodian of records shall have full authorization to access all vendor accounts.

**D) Access to Sealed Records**

No custodian of records, or any other person, may open, access, or otherwise use any of the information contained in the sealed envelope without the express approval of:

- 1) The chapter chair, or
- 2) The unanimous consent of the state Executive Committee, or
- 3) The majority consent of the Chapter Conference

**E) Notification of Changes**

The chapter shall immediately notify their custodian of records of any changes to any of the information described in Paragraph A, and shall provide that information to their designated custodian.

**F) Posting to Social Media**

Notwithstanding the provisions of Paragraph D, the state Chair and the state Executive Director may, as necessary for communications of a statewide nature, post to the chapter's Facebook, Twitter, and other social media accounts. Such postings shall be in cooperation with the chapter's chair or designee.

**Article 6: Board Elections at the Annual Meeting**

**Section 1: Voting**

Directors shall be elected by a majority of voting members in good standing of the Chapter. Votes will be tallied at the Annual Meeting.

**Section 2: Establishment of Election Rules**

This Chapter shall determine, no fewer than sixty (60) days prior to the Annual Meeting, the rules and procedures to be followed in electing directors.

**Section 3: Approval and Publication of Election Rules**

Such rules shall require approval by a supermajority of the Board, shall be recorded in the minutes, and shall be posted to the Chapter website no fewer than forty-five (45) days prior to the annual meeting.

**Section 4: Default Election Rules**

Should the Chapter not establish election rules, the Chapter shall conduct its election in the following manner:

- 1) Call an election at the annual meeting;
- 2) Accept properly made and seconded nominations from members in good standing;
- 3) Close nominations after three calls for further nominations;
- 4) Vote, by paper ballot, in any contested election, and by voice in any uncontested election;
- 5) Designate two members in good standing to receive and count ballots.

**Article 7: Regular Meetings**

**Section 1: Number**

No fewer than six (6) regular meetings of the membership shall be held each year.

**Section 2: Purpose**

Meetings can be for any purpose consistent with these Chapter and Chapter Conference bylaws.

**Section 3: Time and Place**

Meeting times and places are to be determined by the Board.



#### **Section 4: Notice**

The membership shall be informed of all meetings conducted by the Chapter. All notices shall be posted to the Chapter Conference website and sent by either e-mail or U.S. mail to members' last known addresses. Individual notices may be sent by postcard at the request of members in good standing.

#### **Section 5: Attendance by Non-Members**

Regular meetings may be attended by the general public.

#### **Section 6: Teleconferencing**

Regular meetings may be attended by teleconference.

#### **Section 7: Governance**

Meetings will generally conform to Robert's Rules of Order.

#### **Section 8: Recordkeeping**

Minutes shall be taken at all official business meetings. Minutes shall be made available to the membership by posting on the Chapter Conference website within thirty (30) days of the meeting.

### **Article 8: Records and Reports**

#### **Section 1: Maintenance and Inspection of Articles and Bylaws**

The Chapter shall maintain a copy of the Bylaws as amended to date. The Bylaws as amended to date shall be posted to the Chapter website.

#### **Section 2: Maintenance and Inspection of Other Corporate Records**

The minutes and accounting records shall be open to inspection on written demand by any member of this Chapter or member of Chapter Conference, within a reasonable period of time, for a purpose reasonably related to the member's interest as a member. These rights of inspection do not extend to the membership records of the Chapter.

#### **Section 3: Inspection by Chapter Conference Members**

Upon written request, the financial records and written minutes of the Chapter shall be open to the inspection of the Chapter Conference.

### **Article 9: Committees**

#### **Section 1: Executive Committee**

##### ***A) Composition***

The Executive Committee shall consist of the officers of the Board, and of the representatives and alternate representative to the Chapter Conference.

##### ***B) Duties***

The Executive Committee shall administer or cause to be administered the ordinary and necessary business of the Chapter, and shall be responsible for such duties as required or empowered by the Board.

##### ***C) Record Keeping***

The Executive Committee shall cause to be recorded, and all members of the Board kept promptly and fully informed of, all actions taken by it.

##### ***D) Minutes***

Minutes of any meetings the Executive Committee holds and a record of its actions shall be reported to the Board and shall be made available to Chapter members at the Chapter's regular business meetings.

## **Section 2: Chapter Ad-Hoc Committees**

### ***A) Formation and Dissolution***

Ad-hoc committees may be formed and dissolved by a majority vote of the Board. Upon formation, the Board will state the purpose for such committee and define such committee guidelines as the Board deems necessary.

### ***B) Officers***

Ad-hoc committee chairs and vice-chairs shall be appointed by the Board.

### ***C) Committee Membership***

Members in good standing may join ad-hoc committees, subject to any general eligibility requirements established by the Board.

### ***D) Removal from Committees***

Members may be removed from committees by a majority of the \_\_\_\_\_, or by the Chapter Conference for failure to maintain good standing.

## **Section 3: State Committees**

### ***A) Membership***

State committees established by the Chapter Conference are open to all members in good standing, subject to any eligibility requirements established by the Chapter Conference.

### ***B) Voting Rights***

The \_\_\_\_\_ may designate one of its chapter members to vote on each state committee. No chapter shall be allowed more than one vote on any committee.

### ***C) Removal of Members***

State committee members may be removed by a majority of the Chapter Conference, or by a majority of the \_\_\_\_\_ for the chapter to which the member belongs.

### ***D) Removal of State Committee Chairs***

State committee chairs may be removed only by a majority of the Chapter Conference.

## **Article 10: Confidentiality**

The Chapter shall share membership information with other integrated chapters of the Chapter Conference and with the Chapter Conference, but shall not otherwise sell or make individually identifiable membership information available to any other group or party without the written consent of the member.

## **Article 11: Financial Affairs**

### **Section 1: Fiscal Year**

The fiscal year of the chapter will begin on the first day of January and end on the last day of December.

### **Section 2: Budgetary Authority**

Board members have the authority to expend funds for budgeted and funded purposes approved by the Board.

### **Section 3: Obligations of the Chapter**

A majority vote of, and only of, the Board may commit this Chapter to contracts and contractual obligations; however, a unanimous vote of the Executive Committee may serve to veto any obligation approved by the Board.

### **Section 4: Miscellaneous Expenditures**

One-time expenditures under \$\_\_\_\_\_ may be approved by any Board member and Executive Committee member together. All other expenditures, including all recurring expenses, require Board approval.



