

BYLAWS
OF
KANSAS STATEWIDE HOMELESS COALITION
A Kansas Nonprofit, Public Benefit Corporation

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BYLAWS
OF THE
KANSAS STATEWIDE HOMELESS COALITION

ARTICLE I

PURPOSES AND RESTRICTIONS

Section 1.1 Corporation: The KANSAS STATEWIDE HOMELESS COALITION, (hereafter the “Corporation”), is a nonprofit public benefit corporation organized under the laws of the State of Kansas.

Section 1.2 Mission: The Corporation’s mission is to be the catalyst for safe, appropriate, and affordable housing for Kansans in collaboration with local, state, and national partners.

Section 1.3 Purposes: The Corporation is organized exclusively for charitable, religious, education, or scientific purposes. Individuals who are experiencing homelessness, those formerly homeless, and those concerned with either of the above, are encouraged to join the Corporation’s efforts. The Corporation is a diverse group, representing government agencies, homeless individuals, service providers, faith based organizations, and homeless advocates. It acts as a unifying voice to influence policies toward the fair and equitable treatment of individuals and families experiencing homelessness.

Section 1.4 Political Activities Prohibited: No substantial part of the Corporation’s activities shall be carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by an organization that is exempt from tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal revenue law or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future federal revenue law.

Section 1.5 Volunteer Protection Act: The Corporation shall not practice any action that constitutes a hate crime within the meaning of section 6(4) (B) of the Volunteer Protection Act of 1997 (28 USC § 14505(4)(B)).

ARTICLE II

OFFICES

Section 2.1 Business Offices: The principal office of the Corporation shall be located in the City of Topeka, County of Shawnee, in the State of Kansas. The Corporation may have such other offices within the State of Kansas as the Board of Directors may determine or as the affairs of the Corporation may from time to time require.

Section 2.2 Registered Office: The corporation shall have and continuously maintain in the State of Kansas a registered office, and a registered agent whose office is identical with such registered office, as required by the Kansas General Corporation Code. The registered office may be, but need not be, identical to the principal office if the principal office is in the State of Kansas. The location of the Corporation's registered office is 501 SE Jefferson, Suite 30, Topeka, Kansas 66607 in Shawnee County. The registered agent and the address of the registered office may be changed from time to time by the Corporation as long as the proper filings are made with the Secretary of State of Kansas.

ARTICLE III

MEMBERSHIP

Section 3.1 Membership Defined: The Membership of the Corporation shall consist of persons, organizations, businesses, and agencies which provide services to, advocate for, or have an interest in issues that affect the poor and homeless in the State of Kansas.

Section 3.2 Admission to Membership: Any interested person, agency, business, or organization may become a Member of the Corporation by completing an application and submitting it to the Secretary as well as paying annual dues. Membership shall continue until a Member fails to pay the annual dues/makes arrangement for dues to be waived (see Section 3.4 below) or, resigns or dies.

Section 3.3 Resignation: Any Member may resign as a Member (and as a Member of any committee) of the Corporation at any time. Such resignation must be made in writing and takes effect at the time specified therein, or, if no time is specified therein, upon receipt of such notice of resignation by the Chair or the Secretary of the Corporation. Resignation will be considered automatic if the Member fails to pay dues unless waived. The acceptance of a resignation is not necessary to make it effective.

Section 3.4 Dues: Members shall pay annual dues in the amount determined by the Board of Directors. By vote of the Board of Directors, payment of dues may be waived or delayed in cases of hardship.

Section 3.5 Annual Membership Meeting: The annual meeting of the Corporation shall be held each year at the Summit. At this meeting:

- a. The Chair will give a report on the state of homelessness in the State;
- b. The Treasurer will make the annual financial report;
- c. The Membership will elect board members.

Section 3.6 Notice for Membership Meetings: Notice for all Membership meetings shall be given when possible at least one week prior to the meeting, or at least 24 hours prior to an emergency meeting.

Section 3.7 Quorum and Action: A quorum for Membership meetings shall be one-third of paid Membership. A resolution shall be adopted if votes in favor exceed votes opposed. Each Member whose dues are current unless waived has one vote. A Member may vote by electronic mail or by designating another Member as a proxy.

Section 3.8 Chairing Membership Meetings: Membership meetings shall be facilitated by the Chair, Co-Chair or the Chair's designee.

Section 3.9 Virtual Meetings: Meetings via phone or internet are permitted when convened by the Chair, Co-Chair, or the Chair's designee.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 General Powers: The affairs of the Corporation shall be managed by its Board of Directors. Every Director shall be a Member of the Corporation. Directors need not be residents of the State of Kansas, but they shall be at least eighteen years of age.

Section 4.2 Qualifications; Number: The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. Directors are elected by the Membership of the Corporation at its Annual Meeting. Vacancies that occur on the Board during the year are filled by the sitting Directors. The number of Directors constituting the entire Board of Directors shall be at least nine (9) and no more than twenty-one (21), including representatives from government agencies, service providers, faith based organizations, each of the designated regional areas, and a homeless or formerly homeless individual. All Officers, including Subordinate Officers and such other persons as the Board of Directors designate, shall be Directors.

Section 4.3 Terms: Directors shall serve three (3) year terms and may have two (2) consecutive terms. They may return to the Board of Directors after a one year interval, should they be elected.

Section 4.4 Removal: Any Director of the Corporation may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Failure of any Director to attend seventy-five (75) percent of the meetings of the Board in a twelve month period will result in automatic removal from office unless their absence has been excused.

Section 4.5 Resignation: Any Director, or any Member of a committee, may resign at any time by giving written notice to the Board of Directors, the Chairperson or the Secretary of the Corporation. Any such resignation shall take effect at the time specified in the resignation, or, if the time is not specified in the resignation, upon receipt of the resignation. The acceptance of such resignation shall not be necessary to make it effective.

Section 4.6 Regular Meetings: The Board of Directors shall meet at least quarterly at such time, place or method as they may designate. The Board of Director meetings shall be open to any Member of the Corporation to attend. Each meeting of the Board of Directors may include an executive session.

Section 4.7 Notice of Meetings: Notice of each meeting of Directors, whether regular or special, shall be given to each Director. If such notice is given either (a) by personally delivering written notice to a Director or (b) by personally telephoning such Director, it shall be so given at least two (2) days prior to the meeting. If such notice is given either (a) by depositing a written notice in the United States mail, postage prepaid, or (b) by e-mail, in all cases directed to such Director at his residence or place of business, it shall be so given at least four (4) days prior to the meeting. The notice of all meetings shall state the place, date and hour thereof, but need not, unless otherwise required by statute, state the purpose or purposes thereof.

Section 4.8 Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the Chair, Vice-Chair or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Kansas, as the place for holding any special meeting of the Board called by them.

Section 4.9 Telephone Meetings: Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment which allows all persons participating in the meeting to hear each other. Participation in a meeting pursuant to this Bylaw shall constitute presence in person at such meeting.

Section 4.10 Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a third of the Directors are present at said meeting, the Directors present may adjourn the meeting without further notice.

Section 4.11 Manner of Acting: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

Section 4.12 Organization: Meetings shall be presided over by the Chair of the Corporation, or in his or her absence by a Co-Chair, or, in the absence of both, by such other person as the Directors may select. The Secretary of the Corporation shall act as secretary of the meeting, but in his or her absence the presiding officer of the meeting may appoint any person to act as secretary.

Section 4.13 Compensation: Directors shall not receive compensation for their services as Directors but may be reimbursed with prior approval for expenses reasonably incurred in

fulfilling their duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation there from.

ARTICE V

OFFICERS

Section 5.1 Officers: The authorized officers of the Corporation shall consist of a Chair of the Board, a Vice Chair, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Vice Chairs, Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable officers are to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chair of the Board and Vice Chair. The officers must be at least eighteen years of age.

Section 5.2 Election and Term of Office: The officers of the Corporation shall be elected annually at the January meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 5.3 Chair of the Board: The Chair shall facilitate the Annual and any general Membership Meetings, schedule meetings, preside at all meetings of the Board of Directors, bring all policy changes or additions to be approved by the Board of Directors, act as a Board Member entitled to one vote, act as a spokesperson for the Corporation, ensure the other Officers perform their duties, appoint volunteers to serve as committee members, and delegate duties as necessary. The Chair may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other Officer or agent of the Corporation. The Chair shall have such additional powers and duties as may be prescribed by the Board of Directors.

Section 5.4 Vice-Chair: In the absence of the Chair or in the event of his/her inability or refusal to act, the Vice Chair shall perform 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. The Vice-Chair shall perform such other duties as from time to time may be assigned to him/her by the Chair of the Board or by the Board of Directors.

Section 5.5 Secretary: The Secretary shall record or oversee the recording of the proceedings of the meetings of the Members and of the Board of Directors in books provided for that purpose; maintain a list with names and other contact information for Members and Directors; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; and be custodian of the records. The Secretary shall also certify the incumbency of Officers, the adoption and force of resolutions, and the authority of Officers to execute documents. The Secretary shall perform such other duties as from time to time may be assigned to him/her by the Chair of the Board or by the Board of Directors.

Section 5.6 Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair of the Board or by the Board of Directors. The Board of Directors can empower the Treasurer or a designated board member/staff/volunteer to sign checks (make purchases/payments with the corporate debit/credit card) not to exceed \$600.00 each to carry out the regular business of the Corporation.

Section 5.7 Removal: The Officers of the Corporation may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.8 Resignation: Any Officer of the Corporation may resign at any time by giving written notice to the Board of Directors, the Chair or the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein or, if the time is not specified therein, upon receipt of the notice. The acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.

Section 5.9 Absence or Disability: In case of the absence or disability of any Officer of the Corporation, or for any other reason deemed sufficient by the Board of Directors, the Board may delegate the power or duties of the absent or disabled Officer to any other Officer or to any Member or Director for such period of time as the Board may deem appropriate.

ARTICLE VI

BOARD COMMITTEES

Section 6.1 Executive Committee: The Executive Committee of the Board shall have and exercise the authority of the Board of Directors in the management of the Corporation, except in reference to appointing or removing any Director; amending the articles of incorporation; amending, altering or repealing these Bylaws; approving a plan of merger or consolidation; approving a sale, lease, exchange, mortgage, or other distribution of all, or substantially all of the Corporation's property other than in the usual and regular course of business subject to approval by the Board of Directors; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; or amending, altering or repealing any resolution of the Board of Directors.

Section 6.2 Finance Committee: The Finance Committee will provide guidance, oversight and transparency for the Coalition's financial Management.

Section 6.2a Fiscal year: The fiscal year of the Kansas Statewide Homeless Coalition shall be calendar year.

Section 6.2b Investment of Excess Funds: Funds on deposit in excess of current cash requirements may be invested in such manner as authorized by the Board of Directors.

Section 6.2c Audits: The accounts of the Kansas Statewide Homeless Coalition shall be examined and audited at least every other year by an independent certified public accountant.

Section 6.2d Bonding: All officers, regular employees and volunteers handling or responsible for the funds of the Corporation shall be bonded by an approved surety company in such amount as shall be determined by the Board of Directors of the Kansas Statewide Homeless Coalitions, cost for this bonding shall be the responsibility of the Corporation.

Section 6.3 Fund Development Committee: The Fund Development Committee will plan, organize and execute an annual fund raising event, develop a grant process to raise additional funds and create an endowment for the Corporation.

Section 6.4 Other Committees: The Corporation may have other committees similarly appointed which shall not have the authority of the Board of Directors in the management of the Corporation. Other Committees shall be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be appointed by the Chair of the Board of the Corporation. Any member thereof may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interest of the Corporation shall be served by such removal.

Section 6.5 Term of Office: Each member of a committee shall continue as such (unless they resign) until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee.

Section 6.6 Chair: One member of each committee shall be appointed Chair by the person or persons authorized to appoint the members thereof.

Section 6.7 Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6.8 Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the members of the whole committee shall constitute a quorum and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6.9 Informal Action by Committee Members: Any action which may be taken at a committee meeting may be taken without a meeting if: each and every Committee Member in writing either (a) votes for such action; or (b) (I) votes against such action or abstains from voting; and (II) waives the right to demand that a meeting be held. Action may be taken only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Committee Members were present and voted.

Section 6.10 Rules: Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII

MEMBERSHIP COMMITTEES

Section 7.1 Balance of State Continuum of Care Committee: The Board of Directors, by a majority vote, shall appoint two or more Directors and any number of Coalition Members to serve on a Continuum of Care Committee. This Committee shall be responsible for preparing the Balance of State NOFA application to the Department of Housing and Urban Development annually. In addition they will determine and assess the needs of, and resources available to, homeless individuals located within the State of Kansas and shall be responsible for ascertaining, on an ongoing basis, the number of homeless individuals located within the State of Kansas. This Committee shall provide a written report of its findings and recommendations to the Board of Directors at least annually.

Section 7.2 Nominating Committee: The Nominating Committee is charged with presiding over the election process. The Committee will receive, from the general membership, nominations for persons to serve on the Board of Directors. The Committee will also solicit individuals for Board membership. The Committee will present a slate to the membership prior to the Annual Membership Meeting, which will typically coincide with the annual Summit.

Section 7.3 Advocacy/Education Committee: The Advocacy and Education Committee will develop and foster strategic partnerships with city, county, state and federal government officials to educate them on the issues of homelessness and expand the Coalition's arena of influence by guiding public policy related to the homeless and issues of importance to Coalition Members. The Committee will also help raise public awareness of homelessness in the State of Kansas.

Section 7.4 Other Committees: The Corporation may have other committees similarly appointed which shall not have the authority of the Board of Directors in the management of the Corporation. Other Committees shall be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be appointed by the Chair of the Board of the Corporation. Any member thereof may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interest of the Corporation shall be served by such removal

Section 7.5 Term of Office: Each member of a committee shall continue, unless the resign, as such until his or her successor is appointed, unless they resign or unless the committee shall be sooner terminated, or unless such member be removed from such committee.

Section 7.6 Chair: One member of each committee shall be appointed Chair by the person or persons authorized to appoint the members thereof.

Section 7.7 Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.8 Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the members of the whole committee shall constitute a quorum and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7.9 Informal Action by Committee Members: Any action which may be taken at a committee meeting may be taken without a meeting if: each and every Committee Member

in writing either (a) votes for such action; or (b) (I) votes against such action or abstains from voting; and (II) waives the right to demand that a meeting be held. Action may be taken only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Committee Members were present and voted.

ARTICLE VIII

STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS

Section 8.1 Each Director shall fulfill the Director's duties as a Director, including the Director's duties as a member of a committee of the board, and each Officer with discretionary authority shall fulfill the Officer's duties under that authority: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the Director or Officer reasonably believes to be in the best interests of the Corporation. A Director or Officer may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more officers or employees of the corporation whom the Director or Officer reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, a public accountant, or other persons as to matters the Director or Officer reasonably believes are within such person's professional or expert competence; or (c) in the case of a Director, a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director or Officer is not acting in good faith if the Director or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by the above unwarranted. A Director or Officer is not liable as such to the Corporation for any action taken or omitted as a Director or Officer, if, in connection with such action or omission, the Director or Officer performed the duties of the position in compliance with this Article.

ARTICLE IX

CONFLICT OF INTEREST TRANSACTION

Section 9.1 **Conflicting Interest Transactions:** As used in this Article, "conflicting interest transaction" means: a contract, transaction, or other financial relationship between the Corporation and a Director of the Corporation, or between the Corporation and a party related to a Director, or between the Corporation and an entity in which a Director of the Corporation is a Director or Officer or has a financial interest.

Section 9.2 **Prohibition Against Loans to Directors or Officers:** No loans shall be made by the Corporation to its Directors or Officers. Any Director or Officer who assents to or participates in the making of any such loan shall be liable to the Corporation as spelled out in section VIII for the amount of such loan until the repayment thereof.

Section 9.3 Voidability of Conflicting Interest Transactions: No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by or in the right of the Corporation, solely because the conflicting interest transaction involves a Director of the Corporation or a party related to a Director or an entity in which a Director of the Corporation is a Director or Officer or has a financial interest or solely because the Director is present at, or participates in, the meeting of the Corporation's Board of Directors or of the committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction, or solely because the Director's vote is counted for such purpose if:

- (A) The material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or
- (B) The material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the Board of Directors; or
- (C) The conflicting interest transaction is fair as to the Corporation.

Section 9.4 Approval of Conflicting Interest Transactions: Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which authorizes, approves, or ratifies the conflicting interest transaction.

Section 9.5 Party Related to Director: For purposes of this Article, a "party related to a Director" shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a Director, Officer, or has a financial interest.

ARTICLE X

INDEMNIFICATION

Section 10.1 Indemnification: To the extent permitted or required by the Act (as defined below) and any other applicable law, if any Director or Officer (as defined below) of the Corporation is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a Director or Officer of the Corporation, the Corporation (I) shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such

proceeding, and (II) shall advance to such person expenses incurred in such proceeding. The Corporation may in its discretion (but is not obligated in any way to) indemnify and advance expenses to an employee or agent of the Corporation to the same extent as to a Director or Officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the Corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its Board of Directors, in a contract or in its articles of incorporation.

Any repeal or modification of the foregoing provisions of this Article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this Article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

As used in this Article, the following terms have the following meanings:

- (A) Act. The term “Act” means the Kansas General Corporation Code as it exists on the date this Article is adopted, and as may be thereafter amended from time to time. In the case of any amendment of the Kansas General Corporation Code after the date of adoption of this Article, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term “Act” shall include such amendment only to the extent that the amendment permits a Corporation to provide broader indemnification rights than the Kansas General Corporation Code permitted prior to the amendment.
- (B) Director or Officer. The term “Director” or “Officer” means (I) a Director or Officer of the Corporation and (II) while an individual is a Director or Officer of the Corporation, the individual’s serving at the Corporation’s request as a director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign Corporation, nonprofit Corporation, or other person or of an employee benefit plan, and (III) any other position (not with the Corporation itself) in which a Director or Officer of the Corporation is serving at the request of the Corporation and for which indemnification by the Corporation is permitted by the act.
- (C) Proceeding. The term “proceeding” means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.
- (D) Code. The term “Code” means the Internal Revenue Code of 1986, as amended from time to time.

Section 10.2 Limitation: Notwithstanding any other provision of this Article IX during any period that the Corporation is a “private foundation” within the meaning of Section 509 of the Code, or any corresponding provision of any future United States tax law, the Corporation shall not indemnify any person from or against or advance to any person the cost of, such expenses, judgments, fines, or amounts paid or necessarily incurred, nor shall the Corporation

purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of Section 4941 of the Code, to be a taxable expenditure within the meaning of Section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

ARTICLE XI

CONTRACTS, CHECKS, DEPOSITS, GIFTS AND PROXIES

Section 11.1 Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or confined to specific instances.

Section 11.2 Checks, Drafts, Etc.: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. The Board of Directors may create a procedure whereby the treasurer or other designated person(s) can sign checks and/or make expenditures not exceeding \$600.00 in order to carry out the regular business of the Corporation. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chair of the Board, President or a Vice-President of the Corporation.

Section 11.3 Deposits: All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 11.4 Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. Personal gifts with value in excess of \$50 may not be accepted.

Section 11.5 Proxies: Unless otherwise provided by resolution adopted by the Board of Directors, the Chair of the Board, or any Vice-Chair may from time to time appoint one or more agents or attorneys in fact of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other Corporation, association or other entity any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other Corporation, association or other entity, or to consent in writing, in the name of the Corporation as such holder, to any action by such other Corporation, association or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as he/she may deem necessary or proper in the premises.

ARTICLE XII

BOOKS AND RECORDS

Section 12.1 Books and Records: The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Board of Directors. All books and records of the Corporation may be inspected by any Director or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XIII

WAIVER OF NOTICE

Section 13.1 Notice: Whenever any notice is required to be given under the provisions of the Kansas General Corporation Code, or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof may be granted in the following manner:

Section 13.2 Waiver: A Director may waive any notice required to be given to such Director by the Kansas General Corporation Code or these Bylaws: (i) whether before or after the date or time stated in the notice as the date or time when any action will occur, by delivering a written waiver to the Corporation which is signed by the Director entitled to the notice for inclusion in the minutes, but such delivery and filing shall not be conditions of the effectiveness of the waiver; or

Section 13.2 Objection: Objection by a Director's attendance at the meeting whereby such Director waives objection to lack of notice or defective notice, unless the Director at the beginning of the meeting objects to the holding thereof or transacting business at the meeting because of lack of notice or defective notice, and such Director waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Director objects to considering the matter when it is presented. The Director must not only object to holding the meeting but also must not vote for or assent to action taken at the meeting. Further, even if a Director attends or participates in a meeting, the Director does not waive any required notice if special notice was required of a particular purpose and the Director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

ARTICLE IV

AMENDMENT OF BYLAWS

Section 14.1 Amendment: These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Members present at any regular or special meeting, if at least seven days' written notice is given of intention to alter, amend or repeal or to adopt

new bylaws at such meeting. A Member may vote by electronic mail or by designating another Member as a proxy.

CERTIFICATION

The above and foregoing is a true and correct copy of the Bylaws of the KANSAS STATEWIDE HOMELESS COALITION

By _____

Name _____

Title: Secretary