

“Clean” Version Incorporating Technical Changes, with Substantive Changes Highlighted in Green Text

BYLAWS OF LEADINGAGE KANSAS, INC.

ARTICLE I

Name

The name of the organization is LeadingAge Kansas, Inc. (hereafter referred to as the “Association”).

ARTICLE II

Membership

Section 1. Common Ideals. Membership in the Association is available to nonprofit aging services providers and others who share a collective commitment to the following Common Ideals:

- (a) Quality & Innovation: We provide quality care and services. Our work reflects promising practices, and we seek to advance innovation.
- (b) Integrity & Transparency: We are mission-driven organizations. We are accountable to our workforce, our community and the people we serve.
- (c) Shared Learning & Fellowship: We are a cross-continuum community of providers. Our collective power is made greater through sharing, learning, and collaboration.
- (d) Inclusion, Diversity & Equity: We are steadfast in our efforts to build an equitable and inclusive aging services community, in which our staff, leadership, and the people we serve reflect the rich diversity of the United States, and opportunities exist for all to thrive.
- (e) Compassion & Community: We believe that aging services should be person-centered and rooted in community. Our work is guided by compassion and respect.

Section 2. Classes of Membership. The classes of membership are Full, Honorary, and Associate. Only Full Members have voting rights.

(a) Any provider of housing, care, services and supports for older adults located in the State of Kansas that is guided by and shares the Common Ideals described in Section 1 of this Article may apply to become a Full Member of the Association. The applicant must be approved by the Board of Directors and must pay dues as prescribed by the Board of Directors.

(b) Any person may become and remain an Honorary Member of the Association on the basis of his/her achievements and distinction in supporting and pursuing the purposes and goals of the Association upon accepting the invitation of the Board of Directors to be an Honorary Member. Honorary Members shall pay no dues.

(c) Any organization not eligible to be a Full Member or any person may apply to become an Associate Member of the Association on the basis of interest in supporting the Association's purposes and goals. The applicant must be approved by the Board of Directors and must pay dues as prescribed by the Board of Directors.

Section 3. Membership Voting. Each Full Member of the Association is entitled to one (1) vote on any matter subject to Member approval. Voting may occur in person or via electronic means.

(a) The outcome of an electronic vote shall be determined by a simple majority of the Full Members voting. In the event that electronic voting is to occur, a notice of the matter shall be sent to each Full Member no less than ten (10) business days prior to the commencement of voting. The notice shall contain information about the matter to be voted upon in sufficient detail that the matter and consequences are reasonably set forth. The notice shall contain a statement requesting that members vote to accept or reject the matter proposed by a date certain. In the event of electronic voting, the date certain for the conclusion of the membership vote shall be a minimum of twenty (20) business days from the date of the original notice of the impending vote.

(b) If a vote is held in person, the decision shall be made by majority vote of the Full Members in attendance and voting at the meeting.

Section 4. Member Annual Meetings. The Full Members shall meet annually to conduct Association business and for a conference of an education and inspirational nature. The annual meeting shall be held on a date and at a location to be determined by the Board of Directors. No notice is required for the annual meeting beyond customary publication by the Association.

Section 5. Member Special Meetings. Special meetings of the Full Members may be called at any time by the Board of Directors or by a majority of the Full Members of the Association upon ten (10) days' notice to the Full Members in writing. The location of the Special Meeting shall be determined by the Board of Directors and stated in the notice. Notice of Special Meetings may be provided electronically.

Section 6. Removal of Members.

(a) Any member of the Association may be removed from membership for cause by a majority vote of the Board of Directors. Cause for member removal shall include, but shall not be limited to, a violation of the Common Ideals as described in Article

II, Section 1 of these Bylaws or any other established policies or guidelines; failure to meet the membership eligibility criteria as set forth in these Bylaws or as otherwise established by the Board of Directors; conduct deemed detrimental to the reputation, objectives or interests of the Association; non-payment of membership dues or assessments within ninety (90) days of the due date; any other conduct or act that, in the reasonable judgment of the Board of Directors, warrants the removal of the member in the best interest of the Association.

(b) Upon removal from the Association, the former member shall forfeit all rights, privileges, and interests associated with membership, including access to Association events, benefits and communications.

(c) A member who has been removed from the Association may reapply for membership after a period of one (1) year from the effective date of removal. The reapplication shall be subject to the Association's standard membership approval process.

ARTICLE III

Board of Directors

Section 1. Management of Affairs. The direction and management of the affairs of the Association are vested in the Board of Directors (sometimes referred to herein as the "Board"). The Board shall have authority and responsibility to employ, oversee and terminate a President/CEO, who shall be responsible for the day-to-day operations of the Association.

Section 2. Election by Members. On an annual basis (typically at the Annual Meeting) the Full Members of the Association elect qualifying individuals to fill open positions on the Board of Directors.

Section 3. Number and Nonprofit Majority Requirement. The Board of Directors shall number twelve (12) to fifteen (15) members (each, individually, a "Director" and collectively, the "Directors"). **The Board of Directors must be comprised of a majority of representatives from member organizations that are organized or incorporated as not-for-profits in the State of Kansas.**

Section 4. Eligibility. Only eligible representatives of Full Members (including representatives of multiple site central offices, all of whose affiliated sites are Full Members) shall be eligible for election as Directors and, by extension, Board Officers of the Association, provided the multiple site central office organization is an Associate Member of the Association. The following representatives of Full Members shall be eligible for election to the Board of Directors: a Full Member's employees (including employees of multiple site central offices, all of whose affiliated sites are Full Members); or a Full Member's board members (including board members of multiple site central offices, all of whose affiliated sites are Full Members).

Section 5. Terms. Each Director shall serve terms of three (3) years. The terms of the members of the Board of Directors shall begin following election at the annual meeting. Directors may not be elected to more than two (2) consecutive three (3) year terms. Directors shall be ineligible for re-election for one (1) year after having served two (2) consecutive full terms.

Section 6. Vacancies. Vacancies on the Board of Directors shall be filled by the Board to complete the unexpired term. The appointment of a Director to fill the unexpired term of another Director shall not be considered in determining his or her eligibility to serve subsequent consecutive terms.

Section 7. Regular Board Meetings. Regular meetings of the Board of Directors shall be held at least quarterly or as called by the Chairperson. No notice shall be required if the Board has adopted an annual meeting schedule.

Section 8. Special Board Meetings. Special meetings of the Board may be called by the Chairperson of the Association at the request of any three (3) Directors. Notice will be provided two (2) days in advance. The notice must state the date, time and location of the meeting, including remote conferencing technology log in information, if applicable. Notice may be provided electronically.

Section 9. Board Meeting Notice. Notice of regular board meetings, when required, shall be mailed by first class mail or delivered by electronic means to each Director not less than seven (7) calendar days prior to the start of said meeting. Notice of special board meetings shall be provided by regular mail, telephone, or electronic means so that each Director receives the notice no less than twenty-four (24) hours before the meeting. The notice of a special meeting shall specify the nature of the business to be taken up during the meeting.

Section 10. Quorum. A simple majority of the Board of Directors will constitute a quorum. **The quorum itself must have a simple majority of representatives from member organizations that are organized or incorporated as not-for-profits in the State of Kansas.**

Section 11. Voting. Each Director shall be entitled to one vote. The act of a majority of Board of Directors, at which a quorum is present, will be the act of the Board of Directors unless a greater number is required by law.

Section 12. Board Meetings via Electronic Means. The Board of Directors, or any committee of the Board, may hold meetings by telephone or via remote conferencing technology by which all persons participating in the meeting can hear each other or view the comments of all persons electronically. Participation in a meeting pursuant to such technology shall constitute presence in person at such meeting. Meetings may be held via a hybrid of in-person and electronic means.

Section 13. Board Action without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed before such action by a majority of the Directors.

Section 14. Board Voting by Electronic Means. Any matters to be taken up by the Board, and any decision thereon may be taken up and resolved by means of Director consents according to the following procedures:

- a. Each Director shall provide the Secretary or his or her designee, his or her electronic mail address.

- b. The Secretary shall send to each Director at her/his electronic mail address a notice of the matter for Board consideration, in sufficient detail that the matter and consequences are reasonably set forth. The notice shall contain a statement requesting the Director's vote to approve or reject the matter proposed. Within seventy-two (72) hours of such transmission, the recipient Board Member shall send to the Secretary her/his vote reply.

Section 15. Financial Audits. The Board of Directors shall provide for an audit of the financial records and transactions of the Association, shall receive the reports of such audits, and make them available to the Association membership upon request.

Section 16. Annual Report to the Membership. The Board of Directors shall be accountable to the membership of the Association and shall provide a report of its activities and the affairs of the Association to the membership, which shall consist of a formal report at the annual meeting and additional reports periodically as may be necessary and advisable.

Section 17. Annual Dues. It shall be the duty of the Board of Directors to present a dues formula each year at the annual meeting for approval by the membership of the Association.

ARTICLE IV

Officers

Section 1. Board Officers. The Board officers are Chairperson, Chairperson-elect, Secretary, Treasurer, and Immediate Past Chairperson ("Board Officers").

Section 2. Terms. The Chairperson and Chairperson-elect shall serve one (1) year terms, and may succeed themselves in office for one (1) additional term. The terms of the Board Officers shall begin following election at the annual meeting.

Section 3. Chairperson. The Chairperson shall be elevated from the office of Chairperson-elect at the annual meeting of the Association for an initial term of one year. The Chairperson shall preside at all meetings of the Association and meetings of the Board of Directors and the Executive Committee. The Chairperson shall facilitate meetings such that deliberation is timely, fair, orderly, thorough and efficient. The Chairperson shall provide leadership to the Board regarding the integrity of the Board's processes, such that Board action is consistent with Board policies and applicable legal requirements. The Chairperson shall submit a report to the membership at the annual Association meeting.

Section 4. Chairperson-elect. The Chairperson-elect shall be elected at the annual meeting of the Association for a term of one year and thereupon be elevated to the office of Chairperson. It shall be the duty of the Chairperson-elect to act on behalf of the Chairperson in his/her absence, and shall assume the office of the Chairperson of the Association until the next meeting of the Association in the event the office of the Chairperson becomes vacant. The Chairperson-elect shall perform such other duties as assigned by the Board of Directors.

Section 5. Secretary. The Secretary shall be elected from the Directors of the Board at the first meeting of the Board of Directors following the annual meeting for a term of one year. The Secretary is responsible for ensuring that minutes of all meetings of the Board of Directors, and minutes of the Executive Committee are recorded and approved. The Secretary will assure

that minutes are compiled and maintained; see that all notices are given in accordance with the Association's Bylaws and Board of Directors policies or as otherwise required; and, in general, perform the duties of the office of Secretary. The Board of Directors may appoint a person(s) to assist the Secretary in carrying out his/her duties.

Section 6. Treasurer. The Treasurer shall be elected from the Directors of the Board at the first meeting of the Board of Directors following the Association annual meeting for a term of one year. The Treasurer will be responsible for ensuring that the financial affairs of the Association are handled in ways that are legal, ethical and effective. The Treasurer will regularly review and submit to the Board of Directors financial statements that include a balance sheet and statement of activities. The Treasurer will also review internal controls, ensure that necessary filings are completed, alert the Board of Directors to any fiscal challenges, and, in general, perform the duties of the office of Treasurer. The Board of Directors may appoint a person(s) to assist the Treasurer in carrying out his/her duties and shall have the power to delegate the Treasurer's duties to such a person(s).

Section 7. Immediate Past Chair. The Immediate Past Chair shall serve as a Board Officer, and shall serve on committees as set forth in Article V.

Section 8. Removal of Board Officers. Board Officers may be removed, with or without cause, by a vote of the full Board of Directors. Any Board Officer may resign at any time by giving written notice to the Chairperson and Secretary. A Board Officer vacancy may be filled by the Board of Directors for the unexpired term and that individual shall be eligible for two additional elected terms.

Section 9. President/CEO. The President/CEO shall have general charge and supervision of the daily operations and activities of the Corporation and, in general, shall perform all duties incident to the office of the President/CEO, including duties set forth in any job description or employment contract, as applicable, and such other duties as the Board may prescribe. The President/CEO shall have authority to establish a bank account or accounts for the Corporation and to enter into contracts on behalf of the Corporation. The foregoing notwithstanding, the President/CEO shall not have authority to sign any deeds conveying property, sign any instruments granting a security interest or lien in any Corporation real property, or otherwise execute any contracts outside of the normal course of business, without specific authorization from the Board. The Board may by resolution establish a dollar threshold or any other limitations for contracts that require specific authorization of the Board. The President/CEO shall be an ex-officio member of the Board and any committees of the Board, without voting rights. The President/CEO shall appoint committees as provided in Article VI of these Bylaws (except Executive Committee).

ARTICLE V

Committees

Section 1. Executive Committee. There shall be a permanent Executive Committee composed of the following six (6) people: the Chairperson of the Board of Directors; the Chairperson-elect; the Immediate Past Chairperson; the Secretary; the Treasurer; and the

President/CEO, who shall serve as an ex officio member of the Committee and shall not have voting rights. The Executive Committee shall have the power to act on behalf of the Board of Directors of the Association on matters of urgent nature during times between meetings of the Board of Directors. All such meetings and any actions taken shall be fully reported to the Board of Directors.

Section 2. Nominating Committee. It shall be the responsibility of the Nominating Committee to prepare and present nominations for the election of the Chairperson, Chairperson-elect, and board members at the annual meeting of the Association. The Nominating Committee shall consist of three (3) members who shall be the Immediate Past-chairperson, another past-chairperson, and an individual representing a Full Member who is not a member of the Board of Directors. The latter two shall be appointed by the Board of Directors. The Immediate Past-chairperson shall serve as the chairperson of the Nominating Committee.

Section 3. Finance and Audit Committee. The Finance and Audit Committee shall consist of the Treasurer, who shall serve as the Chairperson, and two Board members selected to serve one-year terms by the current Treasurer. The Chairperson shall be an ex-officio member of the Finance and Audit Committee. The primary purpose of the Finance Committee shall be to assist the Board in overseeing: (a) the integrity of the Association's financial statements; (b) the performance of the Association financially; (c) any independent or internal audits the Board chooses to conduct; and (d) the Association's system of compliance with financial requirements.

Section 4. Other Committees. The Chairperson, with the approval of the Board of Directors, shall have the authority to appoint such other committees as may be required and desirable.

ARTICLE VI

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 2. Amendment to Bylaws. These Bylaws may be amended at any annual meeting, at any special meeting, or by electronic means upon a majority vote of the Full Members of the Association. Such proposed amendments to the Bylaws shall be circulated to the Full Members at least ten (10) days before the meeting at which they are to be voted upon.

Section 3. Indemnification. The Association shall indemnify Directors and former Directors to the fullest extent permitted under, and subject to all processes and limitations under, Kansas law.

Section 4. Conflicts of Interest. All Directors (including, for the purposes of this provision, ex-officio Directors) and employees of the Association: (a) shall avoid any conflict between their respective personal, professional or business interests and the interests of the Association, in any and all actions taken by them on behalf of the Association in their respective capacities; and (b) shall comply with the Association's Conflict of Interest Policy.

Certificate of the Secretary

I hereby certify that these Bylaws were adopted by the Full Members of the Association on the _____ day of _____, 2023.

_____, Secretary