

# BYLAWS OF KANSAS BREASTFEEDING COALITION, INC.

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## **ARTICLE I - PURPOSE**

Kansas Breastfeeding Coalition, Inc. has been organized to operate exclusively for charitable, scientific, literary and educational purposes. As stated in the Articles of Incorporation, the objects and purposes for which the corporation is organized are to work collaboratively to promote and protect breastfeeding, in order to improve the health of Kansas families. Consistent with these purposes, the objectives of the corporation are: (a) To increase public acceptance of breastfeeding, increase public awareness of the benefits and promote behavioral change that results in increased rates of breastfeeding initiation and longer duration; (b) to increase acceptance and support for breastfeeding in schools and work sites; (c) to promote public policies that support breastfeeding and compliance with the WHO Code; (d) to advocate for policies and practices that promote and support breastfeeding in all sectors of the health care system; (e) to educate health care providers about breastfeeding and its benefits; and (f) to increase services and support to families who are breastfeeding.

## **ARTICLE II - OFFICES**

### Section 1. Principal office.

The principal office of the corporation for the conduct of the affairs of the corporation is hereby located at 3005 Cherry Hill, Manhattan, Kansas 66503.

### Section 2. Registered office.

The corporation, by resolution of its board of directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution, the resident agent at such registered office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded

in the office of the Register of Deeds for the county in which the new registered office is located, and in the old county, if such registered office is moved from one county to another.

Section 3. Other offices.

The corporation may have such other offices, either inside or outside the State of Kansas, as the Board of Directors may designate or as the conduct and affairs of the corporation may require.

### **ARTICLE III - MEMBERS**

Section 1. Active members.

Membership in the corporation is open to any individual who is in agreement with the purposes and objectives of the corporation, as set forth in Article I of these Bylaws. No person shall be denied membership of race, sex, religious preference, ethnic considerations or any other grounds on which it is impermissible to discriminate. An active member is a member who has timely paid his or her dues established by the Board of Directors, and meets such other qualifications as the Board of Directors shall establish from time to time for membership. Only active members shall be entitled to vote. Each active member shall be entitled to one vote on all matters on which active members shall be entitled to vote. The Board of Directors, by duly adopted resolutions, may establish additional classes of membership not having the power to vote and prescribe the terms and conditions of such membership.

Section 2. Application for membership.

The Board of Directors shall establish a procedure for the submission and processing of membership applications and the evaluation of an applicant's qualifications for membership. The Board of Directors shall have the power to prescribe rules and regulations pertaining to membership, prescribing the amount of annual dues, the issuance of membership certificates and all other matters necessary to the proper

administration of the corporation's membership. Any or all of the foregoing powers and duties may be delegated by the Board of Directors to the Executive Director by duly adopted resolution. The Board of Directors shall establish procedures whereby a person whose application for membership has been denied may appeal such denial. The actions of the Board of Directors regarding membership applications shall be final.

Section 3. Resignation from membership.

A resignation from membership shall be presented in writing to the Board of Directors, but shall not relieve any member from any liability for any dues or other financial obligations to the corporation which are unpaid at the time such resignation is filed, or which may arise prior to the acceptance of the resignation.

Section 4. Termination or suspension.

If any member of the corporation shall commit any act prejudicial to the conduct of the affairs of the corporation or the purposes for which it is formed, said member shall be notified in writing of the opportunity to appear personally before the Board of Directors at a designated time, not less than thirty (30) days after such notification, and at such time, be given an opportunity to explain why the member's status as an active member should not be suspended or revoked. By a two-thirds vote of all of the directors present at the meeting, the membership of said member in the corporation may be terminated or suspended. If either suspension or termination is decided upon, the terms and conditions thereof shall be specified in writing and delivered to the suspended or terminated member. If a member's qualifications change, so that it no longer meets the qualifications of an active member, the member's status as an active member shall be terminated.

Written notices hereunder shall be delivered by registered mail, return receipt requested, to the member's last known address, as it appears on the books and records of the corporation.

Section 5. Nontransferability and reinstatement of membership.

- (a) Memberships in the corporation shall be nontransferable.
- (b) Any member who resigns or is terminated as provided in these Bylaws may be reinstated under the conditions and pursuant to the procedures established by the Board of Directors, except that any member terminated for nonpayment of dues or other financial obligations, and any member who resigns without satisfying such obligations shall not be reinstated until all financial obligations to the corporation have been satisfied.

Section 6. Fines and penalties.

Fines and monetary penalties are not permitted

Section 7. Annual meeting.

- (a) Unless directors are elected by written consent in lieu of an annual meeting, as permitted by subsection (c) of this section, the annual meeting of the members shall be held in the month of February in each year, beginning with the year 2011, on a date and at a time designated by the Board of Directors, for the purpose of electing directors, unless the Board of Directors shall determine that the meeting be held on another date or at another time. As provided in Section 15(b) of Article IV of these Bylaws, the nominating committee shall submit nominations of persons to be elected at the annual meeting. At the annual meeting, members shall be entitled to nominate persons to serve as directors in addition to those persons nominated by the nominating committee.
- (b) Any other proper business may be transacted at the annual meeting. If



the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, and directors are not elected by written consent pursuant to subsection (c) of this section, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

(c) Unless the Articles of Incorporation otherwise provide, members may act by written consent to elect directors, in accordance with Section 14 of this Article III.

#### Section 8. Special meetings.

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law, may be called by the Chair or by the Board of Directors, and shall be called by the Chair at the request of not less than five percent (5%) of the active members.

#### Section 9. Place of meeting.

(a) Except as provided in subsections (b) and (c) of this section, all annual and special meetings of members shall be held at a place of meeting designated by the Board of Directors. The Board of Directors may designate any place, either within or without the State of Kansas, as the place of meeting for any annual members' meeting or for any special meeting of the members called by the Board of Directors, or the place for any annual or special meeting of the members, either within or without the State of Kansas, may be designated by written consent of all members entitled to vote at such meeting given either before or after the meeting and filed with the Secretary of the corporation.

(b) The Board of Directors, in its sole discretion, may determine that a meeting of members shall not be held at any place, but shall instead be held entirely by means of remote communication, in the manner provided by subsection (c) of this section.

(c) If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may establish by duly adopted resolution, members and proxy holders not physically present at a meeting of members may, by means of remote communication:

(1) Participate in a meeting of members; and

(2) be deemed present in person and authorized to vote at a meeting of members, whether such meeting is to be held at a designated place or solely by means of remote communication, except that: (A) The Board of Directors shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a member or proxy holder; (B) the Board of Directors shall implement reasonable measures to provide such member and proxy holders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (C) if any member or proxy holder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Secretary of the corporation.

#### Section 10. Notice of meeting.

(a) Except as otherwise provided in subsection (b) of this section, written or printed notice of the annual or a special meeting of the members, shall state the place, if any, date and hour of the meeting, the means of remote communication, if any, by which members and proxy holders may be deemed to be present in person and vote at such meeting, and, in case of a special meeting, the general nature of the business to be transacted at such meeting. Such notice shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the Chair, or the Secretary, or the officer or other person or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the member's address as it appears on the

books of the corporation, with postage thereon prepaid.

(b) Without limiting the manner by which notice otherwise may be given effectively to members pursuant to this section, any notice required by this section shall be effective if given by a form of electronic transmission previously consented to by the members to whom the notice is given. Any such consent shall be revocable by the member by written notice to the Secretary of the corporation. Any such consent shall be deemed revoked if: (1) The corporation is unable to deliver by electronic transmission two consecutive notices given by the corporation in accordance with such consent; and (2) such inability becomes known to the Secretary of the corporation or other person responsible for the giving of notice. The inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

(c) Notice given pursuant to subsection (b) shall be deemed given: (1) If by facsimile telecommunication, when directed to a number at which the member has consented to receive notice; (2) if by electronic mail, when directed to an electronic mail address at which the member has consented to receive notice; (3) if by a posting on an electronic network together with separate notice to the member of such specific posting, upon the later of: (A) Such posting; or (B) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the member. An affidavit of the Secretary or any other person authorized to give such notice by electronic transmission that the notice has been given by a form of electronic transmission, in the absence of fraud, shall be prima facie evidence of the facts stated therein.

(d) For purposes of this section, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

(e) Notice of any meeting of members may be waived in the manner prescribed by Section 6 of Article IX of these Bylaws.

Section 11. Quorum.

The active members present in person or by proxy at any meeting of members held pursuant to proper notice duly given shall constitute a quorum for the transaction of business.

Section 12. Proxies.

Each active member entitled to vote at a meeting of members, or to express consent or dissent to corporate action in writing without a meeting, may authorize another person or persons to act for such member by proxy executed in writing by the member.

Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after three (3) years from the date of its execution, unless the proxy provides for a longer period.

Section 13. Consent of absentees.

The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if there has been a waiver of notice of such meeting, as provided in Section 6 of Article IX of these Bylaws, or if, either before or after the meeting, each of the members entitled to vote, not present in person or by proxy, signs a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Secretary of the corporation and made a part of the meeting.

Section 14. Informal action by members.

Any action required or permitted to be taken at a meeting of the members may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so

taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Any such consent shall be delivered to the Secretary of the corporation, to be made a part of the corporation's records.

Section 15. Participation in meetings by telephone.

Members may participate in any meeting of members by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

**ARTICLE IV -- DIRECTORS**

Section 1. Powers.

Subject to limitations of the Articles of Incorporation, of these Bylaws and of the Kansas General Corporation Code and subject to the duties of directors as prescribed by these Bylaws, all corporate powers shall be exercised by or under the authority of,

and the affairs of the corporation shall be managed and controlled by, the Board of Directors Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers, to-wit:

First -- To alter, amend, repeal or adopt new Bylaws of the corporation by a majority vote of the Board of Directors at any regular or special meeting thereof, except that the time and place fixed by the Bylaws for the annual election of directors shall not be changed within sixty (60) days next preceding the date on which such elections are to be held.

Second -- To select and remove an Executive Director; to prescribe such powers and duties for him or her as may be consistent with law, with the Articles of Incorporation or these Bylaws; to fix the Executive Director's compensation; and to require from her or him security for faithful service.

Third -- To conduct, manage and control the affairs of the corporation, and to make such rules and regulations therefor not inconsistent with the law, or with the Articles of Incorporation or these Bylaws, as

it may deem best.

Fourth -- To change the registered office and the principal office for the conduct of the affairs of the corporation from one location to another as provided in Article II hereof; to fix and locate one or more subsidiary offices of the corporation inside or outside the State of Kansas, as provided in Section 3 of Article II hereof; to adopt make and use a corporate seal, and to alter the form of such seal, as in its judgment it may deem best, but such seal shall at all times comply with the provisions of law.

Fifth -- To borrow money and incur indebtedness for purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities thereof.

#### Section 2. Number.

The number of directors of the corporation shall be not less than five (5) or more than ten (10), the number to be determined from time to time by resolution duly adopted by the Board of Directors. A director shall be a member of the corporation.

#### Section 3. Election and term of office.

Elected Officers (one [1] year terms): Chair becomes Immediate Past Chair. Chair-Elect becomes Chair. Chair-Elect shall be elected every year and shall be expected to serve three years – as Chair-Elect, Chair, and Past Chair. Directors shall be elected at an annual meeting of members. Elected directors shall serve for staggered, two-year terms, so that, as nearly as practicable, one-half of the elected directors shall be elected at each annual meeting of members. Elected officers (two [2] year terms): Treasurer and two [2] Director at Large (elected in odd years takes office even years); and Secretary and one [1] Directors at Large (elected in even years – takes office in odd years). In the event a resolution establishing the number of directors increases the number of directors, thereby

creating one or more vacancies on the Board of Directors, the vacancies shall be filled in the manner prescribed by Section 4 of this Article IV.

A director may be removed from office at any time for good cause by a majority vote of the Board of Directors and may be removed without cause by a three-fourths vote of the Board of Directors.

#### Section 4. Vacancies.

A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the directors fail at any annual or special meeting at which any director or directors are to be elected, to elect the full authorized number of directors to be elected at the meeting, or if any director elected shall refuse to serve. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, although less than a quorum of the Board, or by a sole remaining director. A person appointed to fill a vacancy created by the death, resignation or removal of a director or the refusal of a director to serve, shall serve for the unexpired term of such director. In appointing a person to fill a vacancy created by a resolution increasing the number of directors, the Board of Directors shall designate whether such person shall serve for a one-year or two-year term of office, with a view toward having as nearly as practicable one-half of the directors elected at each annual meeting of members. Any person appointed to fill a vacancy created by the failure of the members to elect the number of directors to be elected at the annual meeting of members shall serve for a term of two (2) years. If at any time, by reason of death, resignation or other cause, the corporation should have no directors in office, then any member may apply to the district court for a decree summarily ordering an election as provided for by the Kansas General Corporation Code.

If the resignation of a director is to take effect at a future time, the Board of Directors shall have power to elect a successor to take office when the resignation is to become effective. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his or her term of office.

Section 5. Place of meeting.

(a) Except as provided in subsections (b) and (c), regular and special meetings of the Board of Directors may be held at any place inside or outside the State of Kansas which has been designated by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, all meetings shall be held at the principal office of the corporation.

(b) The Executive Director, if authorized by the Board of Directors, in his or her sole discretion, may determine that a meeting of the Board of Directors shall not be held at any place, but shall instead be held entirely by means of remote communication, in the manner provided by subsection (c) of this section.

(c) If authorized by the Executive Director in his or her sole discretion, and subject to such guidelines and procedures as the Board of Directors may establish by duly adopted resolution, directors not physically present at a meeting of the Board of Directors may, by means of remote communication:

(1) Participate in a meeting of the Board; and

(2) be deemed present in person and authorized to vote at the meeting, whether such meeting is to be held at a designated place or solely by means of remote communication, except that:

(A) The Board of Directors shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a director; (B)



the Board of Directors shall implement reasonable measures to provide such directors a reasonable opportunity to participate in the meeting and to vote on matters which come before the meeting, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (C) if any director votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Secretary of the corporation.

Section 6. Organizational meeting.

The organizational meeting of the Board of Directors shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. At such meeting, directors shall be elected, reports of the affairs of the corporation shall be considered and any other business may be transacted which is within the power of the directors.

Section 7. Regular meetings.

In addition to the organizational meeting, the Board of Directors shall have a regularly scheduled meeting at least once every other month, beginning in February 2010. At each organizational meeting, the Board shall adopt a resolution providing for such regular meetings. The resolution shall establish the date, time and place of each such regular meeting. Such meetings may be held at any place inside or outside the State of Kansas.

No notice of such regular meetings other than the resolution establishing the meetings shall be required. At any such regular meeting, business may be transacted which is within the power of the directors.

Section 8. Special meetings.

(a) Special meetings of the Board of Directors may be called by or at the request of the Chair or any two (2) directors. The person or persons authorized to call special meetings of the Board of

Directors may fix any place, either inside or outside the State of Kansas, as the place for holding any special meeting of the Board of Directors called by them.

(b) Except as otherwise provided in subsection (c) of this section, written or printed notice of any special meeting shall state the place, if any, date and hour of the meeting, the means of remote communication, if any, by which directors may be deemed to be present in person and vote at such meeting, and the general nature of the business to be transacted at such meeting. Such notice shall be delivered not less than two (2) days prior to the date of the meeting, either personally or by mail, by or at the direction of the Chair, or the Secretary, or the other person or persons calling the meeting, to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the director at the director's address as it appears on the books of the corporation, with postage thereon prepaid.

(c) Without limiting the manner by which notice otherwise may be given effectively to directors pursuant to this section, any notice required by this section shall be effective if given by a form of electronic transmission previously consented to by the directors to whom the notice is given. Any such consent shall be revocable by the director by written notice to the Secretary of the corporation. Any such consent shall be deemed revoked if: (a) The Secretary is unable to deliver by electronic transmission two consecutive notices given in accordance with such consent; and (2) such inability becomes known to the Secretary of the corporation or other person responsible for the giving of notice. The inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

(d) Notice given pursuant to subsection (b) shall be deemed given: ( 1) If by facsimile telecommunication, when directed to a number at which the director has consented to receive notice; (2) if by electronic mail, when directed to an electronic mail address at which the director has

consented to receive notice; (3) if by a posting on an electronic network together with separate notice to the director of such specific posting, upon the later of: (A) Such posting; or (B) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the director. An affidavit of the Secretary or any other person authorized to give such notice by electronic transmission that the notice has been given by a form of electronic transmission, in the absence of fraud, shall be prima facie evidence of the facts stated therein.

(e) For purposes of this section, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

(f) Notice of any meeting of members may be waived in the manner prescribed by Section 6 of Article IX of these Bylaws.

#### Section 9. Quorum.

The presence in person of a majority of the total number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

#### Section 10. Manner of acting.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken if all members of the Board or committee, as the case may be, consent thereto in writing, and the written consent is filed with the minutes of proceedings of the Board or committee.

Section 11. Meetings by telephone.

Members of the Board of Directors of the corporation, or any committee designated by the Board, may participate in a meeting of the Board or committee, as the case may be, by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 12. Adjournment.

A majority of the directors present may adjourn any meeting of the Board of Directors, to meet again at a stated day and hour or until the time fixed for the next regular meeting of the Board. Notice of the time and place of holding an adjourned meeting shall be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 13. Fees and compensation.

Directors shall not receive any compensation for their services as directors.

Section 14. Presumption of assent.

A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless her or his dissent shall be entered in the minutes of the meeting, or unless she or he shall file her or his written dissent to such action with the person acting as the secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 15. Committees.

(a) The Board of Directors may designate, by resolution passed by a majority of the entire Board, one or more committees, including a nominating committee, which shall be appointed and function, as provided in subsection (b) of this section. Each committee shall consist of not less than two (2) directors. The Board may designate one or more directors as alternate members of

any committee, to replace any absent or disqualified committee member at any meeting of the committee, but if such alternate committee members are not so designated, in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified members.

Except as hereinafter provided, any such committee shall have and may exercise all the powers and authority as given to them in a resolution of the Board of Directors. However, no such committee shall have the power or authority to amend the Articles of Incorporation, adopt, amend or repeal the Bylaws or adopt an agreement of merger or consolidation, and no such committee may be delegated or exercise any other power or authority which may not lawfully be delegated to such committee.

(b) Annually, not less than ninety (90) days prior to the annual meeting of members, the Board of Directors shall appoint a nominating committee, consisting of three (3) active members, the Immediate Past Chair and Director At Large #3 serving as chair of the committee. The nominating committee shall nominate at least one person for each of the director positions to be elected at the December meeting of members. In making such nominations, the nominating committee shall give due consideration to the need for professionals to serve on the Board, to provide input and guidance from the perspective of their professions. The report of the nominating committee shall be submitted to the members at the annual meeting. The report shall indicate whether the nominees will serve if elected.

## **ARTICLE V -- OFFICERS**

Section 1. Officers.

The elected officers of the corporation shall be a Chair, a Chair Elect, a Secretary a Treasurer, Director at Large #1, Director at Large #2, Director at Large #3 each of whom shall be a director and shall be elected by the membership. The Immediate Past Chair also shall be an officer of the corporation. The Board of Directors also may elect or appoint such other officers and assistant officers as the business of the corporation may require, each of whom shall have the authority and shall perform such duties as are provided in these Bylaws or as the Board of Directors may specify, and shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve. No person may hold more than one office.

Section 2. Election.

The elected officers of the corporation shall be elected by the Board of directors at the organizational meeting of the Board for a term of two (2) years.

Section 3. Resignation or removal.

Any officer may resign at any time upon written notice to the corporation. Any officer elected or appointed by the Board of Directors 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 any contract rights, if any, of the person so removed.

Section 4. Vacancies.

A vacancy in any office, other than the office of Immediate Past Chair, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term, in the manner prescribed in these Bylaws for regular appointments to such office.

Section 5. Chair.

The Chair shall preside at all meetings of the Board of Directors and the Executive Committee, if any, and shall exercise and perform such other powers and duties as may be assigned by the Board of Directors or prescribed by these Bylaws. The Chair shall appoint chairpersons of committees for which there is no provision in the bylaws serve as an ex officio member of all other committees and instruct officers of their duties. The Chair may sign, with any other officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed. In the absence of the Executive Director, the Chair shall have the authority to affix his or her signature to such documents as the Executive Director is authorized to sign. The Chair shall plan and oversee orientation of new Board members and implement changes in the Bylaws.

#### Section 6. Chair Elect.

In the absence of the Chair or in the event of the Chair's death, inability or refusal to act, the Chair Elect shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all restrictions upon the Chair. The Chair Elect shall have such other powers and perform such other duties as may be assigned by the Board of Directors or prescribed by these Bylaws.

#### Section 7. Secretary.

The Secretary shall perform or cause to be performed: (a) The keeping of the minutes of the members' and Board of Directors' meetings in one or more books provided for that purpose; (b) the giving of all notices in accordance with the provisions of these Bylaws or as required by law; (c) verifying quorums for voting; (d) the preserving of corporate records and the seal of the

corporation and seeing that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized;

(e) the maintaining of a register of the post office addresses of members and directors; and (f) in general, all duties normally delegated to the office of Secretary and such other duties as may be assigned by the Board of Directors or prescribed by these Bylaws.

#### Section 8. Treasurer.

The Treasurer shall review, monitor and report to the Board of Directors the corporation's financial status and financial implications of actions being considered, and shall oversee the auditing process.

#### Section 9. Immediate Past Chair

The Immediate Past Chair shall perform such duties as may be assigned by the Board of Directors or prescribed by these Bylaws.

#### Section 10. Director at Large #1

The Director at Large #1 shall serve as the Communications Committee Chair and shall perform such duties as may be assigned by the Board of Directors or prescribed by these Bylaws.

#### Section 11. Director at Large #2

The Director at Large #2 shall serve as the Development Committee Chair and shall perform such duties as may be assigned by the Board of Directors or prescribed by these Bylaws.

#### Section 12 . Director at Large #3

The Director at Large #3 shall serve as the Nominations Committee Chair and shall perform such



duties as may be assigned by the Board of Directors or prescribed by these Bylaws.

## **ARTICLE VI -- STAFF**

### Section 1. Executive Director.

The Board of Directors may appoint an Executive Director who, subject to the supervision and control of the Board of Directors, shall supervise and control, in general, all of the business of the corporation. The Executive Director shall have the general powers and duties of management usually vested in the executive director of a corporation, and such other duties as may be assigned by the Board of Directors. The Executive Director may sign contracts or other instruments for the kinds of business which have been authorized by the Board of Directors.

### Section 2. Other personnel.

The Executive Director, with the approval of the Board of Directors, may employ such other persons as may be required to carry out the business and purposes of the corporation.

## **ARTICLE VII -- CONFLICT OF INTEREST**

### Section 1. Purpose.

The purpose of the conflict of interest provisions in this Article VII is to protect the corporation's interests when entering into a transaction or arrangement that could (a) personally benefit a corporate officer or director, or (b) result in a transaction that confers an excessive benefit to a contracting party. This policy is intended to supplement, but not to replace, any applicable state and federal laws governing conflicts of interest.

### Section 2. Interested persons.

Any director, elected officer or committee member who has a direct or indirect financial interest is an interested person.

### Section 3. Financial interest.

(a) A person has a financial interest if the person has, directly or indirectly, through business, investment or family: An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;

(1) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or

(2) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

(b) As used herein, "compensation" includes direct and indirect remuneration, as well as substantial gifts or favors. A financial interest is not necessarily a conflict of interest.

#### Section 4. Duty to disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board when considering the proposed transaction or arrangement.

#### Section 5. Determining whether a conflict of interest exists.

After disclosure of the financial interest and all material facts, and after discussion with the interest person, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Section 6. Procedures for addressing the conflict of interest.

(a) An interest person may make a presentation to the Board, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote upon, the transaction or arrangement involving the possible conflict of interest.

(b) The Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. (c) After exercising due diligence, the Board shall determine whether the corporation could obtain with reasonable efforts a more advantageous transaction or arrangement that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the disinterested directors shall determine by a majority vote whether to proceed with the transaction or arrangement, basing its decision upon whether the transaction or arrangement is (1) in the corporation's best interest, (2) for the corporation's own benefit, and (3) fair and reasonable.

Section 7. Violations and conflicts of interest policy.

(a) If the Board has reasonable cause to believe a director has failed to disclose actual or potential conflicts of interest, it shall inform the director of the basis for the belief and afford the director an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the director's response and making further investigation as warranted by the circumstances, the Board determines the director has failed to disclose an actual or potential conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 8. Records of proceedings.

The minutes of the Board and all committees shall contain: (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible

conflict of interest, the nature of the financial interest, action taken to determine whether a conflict of interest was present and the Board's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Section 9. Annual statements.

Each director annually shall sign a statement affirming that he or she:

- (a) Has received a copy of the conflicts of interest policy, as stated in this Article VII;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and

(d) Understands that the corporation is a charitable corporation and, in order to maintain its federal tax exemption, must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

#### Section 10. Periodic reviews

Periodic reviews shall be conducted to ensure that the corporation operates in a manner consistent with its tax exempt purposes and does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews shall, at a minimum, address the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable (based on competent survey information) and the result of arm's length bargaining; and
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable payments for goods and services, further the corporation's tax-exempt purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 11. Use of outside experts.

When conducting the periodic reviews pursuant to Section 10, the corporation may use outside advisors. If outside experts are used, their involvement shall not relieve the Board of its responsibility to ensure that periodic reviews are conducted.

**ARTICLE VIII -- INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The corporation shall indemnify and hold harmless any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals (other than an action by the corporation against such person) by reason of the fact that such person is or was an officer, director, committee member, or other agent of the corporation, against all expenses (including reasonable attorney's fees) judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by said person in connection with such action, suit or proceeding, if the corporation determines that the person acted in good faith and within the scope of his and her duties as an officer, director, committee member or other agent of the corporation. The corporation may purchase and maintain insurance on behalf of any such person. The Board of Directors shall have the sole and exclusive right to determine whether a person is entitled to indemnification pursuant to this article.

**ARTICLE IX -- MISCELLANEOUS**

Section 1. Use of Roberts Rules of Order.

The most current revision of Roberts Rules of Order shall be used for the conduct of all members' and directors' meetings, except as otherwise provided in these Bylaws or in the Articles of Incorporation.

Section 2. Checks, drafts, etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 3. Execution of contracts, deeds, etc.

Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into a contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer or agent shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount. However, any deeds or other instruments conveying lands or any interest therein shall be executed on behalf of the corporation by the Chair or Chair Elect or by any agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the corporation by the Chair or Chair Elect.

Section 4. Fiscal year.

The Board of Directors shall have power to fix and change the fiscal year of the corporation. Unless otherwise fixed by the Board of Directors, however, the calendar year shall be the fiscal year.

Section 5. Corporate seal

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation and the words "Corporate Seal."

Section 6. Waiver of notice.

Whenever any notice is required to be given to any director of the corporation under the provisions of

these Bylaws, under the provisions of the Articles of Incorporation, or under the provisions of the General Corporation Code of the State of Kansas, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice. Attendance of any such person at a meeting shall constitute a waiver of notice of such meeting, except where the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Deposits

All funds of the corporation not otherwise employed shall be deposited to the credit to the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**ARTICLE X -- AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors, subject to the concurrent power and authority vested by law in the corporation's members to alter, amend or repeal these Bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly elected secretary of Kansas Breastfeeding Coalition, Inc., a Kansas nonprofit corporation; and
- (2) That the foregoing Bylaws, comprising 25 pages, constitute the Bylaws of said corporation, as adopted by the Board of Directors at its meeting on April 9, 2010.

Maitha Hager  
KBC, Inc., Secretary  
Kansas Breastfeeding Coalition, Inc.

**Kansas Breastfeeding Coalition, Inc.**

**EIN 26-4042868**

2101 S.W. 21st Street

Topeka, KS 66604

May 21, 2010

FORM 1023 -ATTACHMENT C  
PART IV -NARRATIVE DESCRIPTION OF YOUR ACTIVITIES

**NARRATIVE DESCRIPTION OF THE ACTIVITIES OF THE KANSAS  
BREASTFEEDING COALITION, INC.**

SECTION I - PURPOSE

The Kansas Breastfeeding Coalition, Inc. ("KBC") was organized to work collaboratively to promote and protect breastfeeding in order to improve the health of Kansas' families, through its website, education programs and special projects. All activities conducted by KBC will be designed to promote and support breastfeeding in Kansas.

SECTION II - ACTIVITIES

One such special project currently being undertaken by the KBC is called The Business Case for Breastfeeding. The goal of this continuous activity is to increase workplace lactation support for employed breastfeeding women by equipping breastfeeding advocates to conduct effective outreach and education activities with employers. This special project is funded through a \$10,000 grant from the U.S.D.A., Health and Human Services. Pursuant to the grant requirements, this grant was applied for in partnership with the two federally funded Healthy Start programs in Kansas. The



Maternal and Child Health Coalition of Kansas City is the fiscal agent for these grant funds.

The KBC services individuals by providing programs (such as the current program, The Business Case for Breastfeeding), as well as educational outreach and website support. Currently, KBC has no programs providing goods, services or funds to other organizations, however in the future KBC wishes to be able to provide grants to other organizations which have goals aligned with KBC's goal of promoting and supporting breastfeeding.

While the KBC does not currently make grants to other organizations, they hope to do so in the future. The KBC plans to make grants to local Kansas Breastfeeding Coalitions and/or to other breastfeeding support organizations when funding allows. The KBC does not plan on making loans, only grants. As such, grant applications and reports on grantees activities will be kept by the KBC. Recipients of these grants will be required to go through an application process, details of which will be decided and implemented by the KBC at a later date. Distribution of grants will be evaluated and approved or denied by a selected committee of KBC members.

The KBC is not formally connected with any other organizations; however, they have and will continue to work in concert on certain projects that promote, support and/or educate on breastfeeding with organizations such as Healthy Start Programs, La Leche League of Kansas and Kansas WIC.

### SECTION III - FUNDING AND FUNDRAISING

The KBC is generally funded through public and private grants, donations, and membership dues. Additionally, portions of the previously-mentioned U.S.D.A. grant

funds subsidize the cost of the first year of KBC's website. Currently, KBC applies for foundation and government grants to fund specific projects (such as The Business Case for Breastfeeding), but in the future hopes to solicit and accept personal donations and donations through the KBC or partner websites.

#### SECTION N -REPRESENTATION

#### SECTION V -FORM 99 AND FORM 990EZ EXEMPTION

The KBC believes that it is exempt from filing a Form 990 or a Form 990 EZ. As the Financial Data in Part IX of IRS Form 1023 shows, the KBC's gross receipts are less than \$25,000. The KBC is not organized for the benefit of, operated, supervised, or controlled by a 501(c)(3) organization. Thus, exception 15 to the "Instructions for Form 990 and Form 990 EZ" exempts the KBC from being required to file a Form 990 or Form 990 EZ.