

BYLAWS
of
Kansas Breastfeeding Coalition, Inc.
(last amended Jan. 2015, new draft amendments Oct. 2017)

ARTICLE I
Name, Mission, Status

1.1 NAME.

The legal name of the corporation is Kansas Breastfeeding Coalition, Inc., a Kansas Not-for-Profit Corporation. The corporation shall also be known as KBC.

1.2 MISSION.

The mission of Kansas Breastfeeding Coalition, Inc. (KBC) as set forth in the KBC Articles of Incorporation is to work collaboratively to promote and protect breastfeeding, in order to improve the health of Kansas families.

1.3 LEGAL STATUS.

KBC was formed pursuant to Articles of Incorporation filed with the Secretary of State in the State of Kansas on December 23, 2009.

ARTICLE II
Offices

2.1 PRINCIPLE.

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

2.2 REGISTERED.

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. 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.

2.3 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 Membership

3.1 ACTIVE MEMBERS.

Any individual who is supportive of the mission of the KBC as set forth in the Articles of Incorporation shall be eligible for membership in the KBC, except individuals who may benefit financially from organizations that manufacture and/or distribute infant formula and any other breast milk substitutes and any organization and/or foundation representing, established or supported by these organizations. No person shall be denied membership based on race, sex, religious preference, gender, age, 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 are 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.

3.2 MEMBERSHIP DUTIES.

It shall be the duty of all members to support the mission of the KBC and to abide by the provisions of these Bylaws and all KBC policies and procedures established and published by the Board of Directors. All other duties, including payment of dues, of the membership shall be determined by the Board of Directors.

3.3 MEMBERSHIP TERM AND RENEWAL.

The term of membership shall be for a period of one (1) year beginning February of each year and ending February of each year. Membership may be renewed annually.

ARTICLE IV Board of Directors

4.1 POWERS AND ELIGIBILITY.

All programs, business, and property of the KBC shall be governed by the Board of Directors. The Board of Directors may exercise all corporate powers of the KBC that are not expressly limited by Kansas General Corporation Code or the Articles of Incorporation. The Board of Directors will be elected from among the Active Members of the KBC.

4.2 NUMBER AND COMPOSITION.

The Board of Directors will be comprised of a minimum of seven (7) and a maximum of 13 active directors; provided, however, that no decrease in the number of directors will operate to cut short an incumbent active director's term. The active directors shall include the following five (5) officers of KBC who shall

serve as ex officio, active members of the Board: Past Chair, Chair, Chair-Elect, Treasurer, and Secretary; and two (2) to eight (8) additional active directors (the “At-Large Directors”). The Executive Director of the KBC will serve as an ex-officio, non-voting member of the Board of Directors.

4.3 TERMS OF OFFICE.

The members of the Board of Directors shall serve the following terms, unless the Officer or Director earlier resigns or is terminated.

Elected Officers (one (1) year term):

- Chair-Elect

Succession Officers (no election – one (1) year terms):

- Chair becomes Past Chair
- Chair-Elect becomes Chair

Elected Officers (two (2) year terms):

- Treasurer (elected in odd years, takes office in even years)
- Secretary (elected in even years, takes office in odd years)

At-Large Directors (two (2) year terms, staggered):

- Two to eight (2-8) Directors

No individual, with the exception of the Executive Director, may serve on the Board of Directors in any capacity for more than seven (7) consecutive years; provided, however, that each director shall serve until his or her successor has been duly elected. An individual who has served seven (7) consecutive years may be eligible for reelection to the Board of Directors only after one (1) year’s absence from the Board of Directors.

4.4 NOMINATIONS.

Each year the Nominations Committee will put forth a slate of candidates, pursuant to the eligibility requirements and nomination processes as specified in the Nomination Committee Roles and Responsibilities policy (Appendix A). The fiduciary duties of the Board of Directors shall be to serve and carry out the best interests of the KBC as a whole.

4.5 ELECTIONS.

Ballots shall be distributed to the Active Members via email at least ninety (90) days prior to the Annual Meeting in February of each year, with a return date of sixty (60) days prior to the Annual Meeting, as specified in the Roles and Responsibilities of the Board of Directors policy (Appendix A). Each Active Member may cast one vote for each person nominated in the election by completing, signing, and dating a written or electronic ballot, and returning it to the KBC by the specified return date.

The requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Active Member.

Ballots will be tabulated by the Executive Director and confirmed by a representative of the Nominations Committee. Members of the Board of Directors shall be elected by a plurality of the votes of the Active Members of the corporation present in person at the meeting and those submitting an electronically transmitted ballot prior to the meeting. Members participating by such means of remote communication shall be deemed to be present in person at the meeting.

Installation of officers will take place at the conclusion of the Annual Meeting.

4.6 DUTIES OF THE OFFICERS.

CHAIR. The Chair shall, subject to the direction and control of the Board of Directors, preside at all meetings of the KBC and the Board of Directors. The Chair shall assume all other powers and duties as may be vested in that office by these Bylaws or by the Board of Directors. The Chair shall, in the name of the KBC: (a) execute legal and financial instruments (e.g., deeds, mortgages, contracts, agreements, bonds, checks) that may from time to time be authorized by the Board of Directors, and (b) on behalf of the Board of Directors, supervise the Executive Director to ensure that duties are carried out in accordance with the wishes of the Board of Directors.

CHAIR-ELECT. In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Chair-Elect shall perform all the duties of the Chair, and when so acting shall have all the power of, and be subject to all the restrictions on, the Chair.

TREASURER. The Treasurer shall, subject to the direction and control of the Board of Directors, have overall responsibility for the financial affairs of the KBC and shall keep full and accurate accounts of all monies received and expended and make disbursements authorized by the Board of Directors. The Treasurer shall assure that the financial records of the KBC are available at all times for verification and inspection by the active membership of the KBC at the direction of a majority of Active members. The Treasurer shall have such other powers and duties as are usually incident to that office, and as may be determined by the Board of Directors or the Chair from time to time.

SECRETARY. The Secretary shall prepare and maintain minutes of all meetings of the membership, and shall prepare and maintain minutes of all meetings of the Board of Directors and other committees that may, from time to time, carry out work on the behalf of the Board of Directors. The Secretary shall be custodian of the Corporate records and shall certify and keep at the principal office of the KBC, the original or a copy of these Bylaws as amended or otherwise altered.

PAST CHAIR. The Past Chair will participate in Board activities to ensure the proper transition of operations and governance of the organization.

Additional duties of the Officers may be set forth in Roles and Responsibilities for the Board of Directors policy (Appendix A).

4.7 RESIGNATION, REMOVAL, VACANCIES, MEMBERSHIP STATUS.

4.7.1 RESIGNATION.

A director may resign by delivering a letter of resignation to the Chair or Secretary of the Board of Directors. Such resignation shall be effective upon receipt, unless it is specified to be effective on a later date.

4.7.2 REMOVAL.

Any member of the Board of Directors may be removed from office with or without cause by the vote or agreement in writing of a majority of the Active Members.

The notice of a meeting of the Active Members to remove a member of the Board of Directors shall state the specific directors sought to be removed. Notice will be given to the Active Members and Board of Directors via email at least thirty (30) days prior to the meeting.

A proposed removal of a director at a meeting shall require a separate vote for each director sought to be removed. If removal is effected at a meeting, any vacancies created thereby shall be filled pursuant to section 4.7.3 Vacancies. Any director who is removed from the Board shall not be eligible to stand for reelection until the next regularly scheduled election.

4.7.3. VACANCIES.

A vacancy on the Board of Directors (with the exception of Past Chair), regardless of cause, shall be filled by the affirmative vote of a majority of the remaining Board of Directors. The individual appointed to fill such vacancy shall meet the qualification and eligibility requirements as set forth in the Nominations Committee Roles and Responsibilities policy (Appendix A) and shall serve only for the remainder of the term of the director to be replaced.

4.8 COMPENSATION.

The Board of Directors shall serve without compensation, but may be reimbursed for reasonable expenses incurred in connection with their service on the Board of Directors.

4.9 EXECUTIVE DIRECTOR.

The Executive Director of the KBC may be a paid employee of the KBC, appointed by and responsible to the Board of Directors. Employees of the KBC are not eligible for election to the Board of Directors. The Executive Director of the KBC will serve as a non-active, ex-officio (i.e.: by reason of office) member of the Board of Directors. The Executive Director may participate in all meetings and discussions of the Board of Directors except where there exists a conflict of interest.

ARTICLE V

Meetings of the Membership

5.1 SCHEDULED MEETINGS OF THE MEMBERSHIP.

A scheduled meeting of all Active Members of the KBC will be held at least once a year. Scheduled meetings may be held in person and/or through any means of remote communication (including teleconference or web conference) by which all members may participate in the meeting and vote on matters submitted to the Active Members, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings, provided that KBC implements reasonable measures to verify that each Active Member deemed present and authorized to vote by means of remote communication is authentic. Members participating by such means of remote communication shall be deemed to be present in person at the meeting.

Notice of the Annual Meeting and all scheduled meetings shall be sent to all Active Members electronically not less than fourteen (14) days prior to the date of the meeting. The meeting will commence by confirming the presence of a Quorum. The Active Members present at any meeting of members held pursuant to proper notice duly given shall constitute a quorum for the transaction of business.

5.2 SPECIAL MEETINGS OF THE MEMBERSHIP.

Special meetings of all Active Members may be called by the Board of Directors at its discretion, at a date, time, and place set by the Board of Directors. In addition, upon the written request of a majority of the Active Members, the Board of Directors shall call a special meeting at a date, time, and place set by the Board of Directors, not less than ten (10) days nor more than ninety (90) days after the date of the written request. Special meetings may be held in person and/or through any means of remote communication (including teleconference or web conference) by which all members may participate in the meeting and vote on matters submitted to the Active Members, including an opportunity to communicate and to read or hear the proceedings of the meeting concurrent with the proceedings. KBC shall implement reasonable measures to verify that each Active Member is present and authorized to vote by means of remote communication

Notice of any special meeting shall be sent to all Active Members in writing and be mailed not less than ten (10) days prior to the meeting. Such notice shall include the agenda for the meeting, which must include a statement of all matters upon which a vote will be taken. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members.

5.3 QUORUM.

The Active Members present at any meeting of members held pursuant to proper notice duly given shall constitute a Quorum. Those Members participating by telephone or online platform, will be considered to be present so long as all parties can hear and be heard or follow the discussion by e-mail.

5.4 ACTIVE AND ACTIONS.

All matters submitted to a membership vote shall be decided by the affirmative vote of a majority of Active Members present in person at the meeting and entitled to vote on the subject matter shall be the act of the members, except as otherwise required by Kansas law, the Articles of Incorporation, or these Bylaws.

Any action required or permitted to be taken by the Active Members at a meeting duly called and held with the required notice at which a quorum of the Active Members vote on the action by written ballots

or “written consents.” Electronic voting will be permitted via email or online survey platform. The requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Active Member.

5.5 PARTICIPATION IN MEETING BY TELEPHONE OR ONLINE PLATFORM.

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. Each participating Member shall identify themselves to confirm their presence in the telephone conference call meeting.

ARTICLE VI Meetings of the Board of Directors

6.1 MEETINGS OF THE BOARD OF DIRECTORS.

Regular meetings of the Board of Directors shall occur at least once each quarter. The Board of Directors may also call special meetings of the Board, pursuant to policies and procedures established by the Board of Directors.

6.2 QUORUM.

The presence of a majority of voting members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors. No official business shall be transacted at any meeting at which a quorum is not present and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

6.3 ACTIVE AND ACTIONS.

The vote of the majority of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors, unless the Articles of Incorporation or these Bylaws shall require a vote of a greater number. In case of a tie, the Chair shall cast the deciding vote.

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting, if the action is approved by all members of the Board. Such action must be evidenced by one or more written consents electronically via email by the directors that describe the action taken and are signed and dated by each director.

Action taken by such unanimous written consent is effective as of the date the last director signed the consent, unless the consent specifies a later effective date.

6.4 MEETING LOCATION/METHOD.

Meetings of the Board of Directors, or any committee designated by such board, may occur in person, or through any means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

ARTICLE VII

Staff

7.1 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.

7.2 OTHER STAFF.

The Executive Director hires, supervises, evaluates and performs other personnel activities related to KBC staff as may be required to carry out the business and purposes of the corporation.

ARTICLE VII

Committees

7.1 STANDING COMMITTEES.

The KBC may form standing committees at the discretion of the Board of Directors. Each committee will consist of two or more Directors of the KBC.

All committees function in an advisory capacity only and do not have the authority to act on behalf of the Board of Directors. Committee business may be conducted at in-person meetings, or by asynchronous means including: teleconference, web conference, or electronic mail. The presence or participation of a majority of the committee members shall be necessary to constitute a quorum for the transaction of committee business, except as otherwise required by the committee's policy. All matters submitted to a committee vote shall be decided by the affirmative vote of a majority of committee members participating where a quorum is established, except as otherwise required by the committee's policy. In case of a tie, the committee chair shall hold the deciding vote. Committee membership will be determined and committee operations will be governed by Policies and Procedures.

The duties of the committee chairs shall be to serve and carry out the best interests of the KBC as a whole.

7.2 ADDITIONAL COMMITTEES.

The KBC may form additional committees at the discretion of the Board of Directors. Each committee will consist of one or more Directors of the KBC.

The Board of Directors shall appoint chairs for these additional committees, except as otherwise specified in a committee's policy, e.g., in the case of roles that are automatically assigned to specific Board Officers.

All committees function in an advisory capacity only and do not have the authority to act on behalf of the Board of Directors. Committee business may be conducted at in-person meetings, or by asynchronous means (including teleconference or web conference, facsimile transmission and/or electronic mail). The presence or participation of a majority of the committee members shall be necessary to constitute a quorum for the transaction of committee business, except as otherwise required by the committee's policy. All matters submitted to a committee vote shall be decided by the affirmative vote of a majority of committee members participating where a quorum is established, except as otherwise required by the committee's policy. In case of a tie, the committee chair shall hold the deciding vote. Committee membership will be determined and committee operations will be governed by Policies and Procedures.

The duties of the committee chairs shall be to serve and carry out the best interests of the KBC as a whole.

7.3 ADVISORY PANELS.

The Board of Directors may appoint such advisory panels, as it believes to be in the best interest of furthering the purposes of the KBC. These panels may include members and non-members of the KBC. Membership on an advisory panel shall not confer a right to vote on KBC actions and the advisory panel shall act only in an advisory capacity to the KBC.

ARTICLE VIII Indemnification of Directors and Officers

8.1 INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The KBC shall, to the extent legally permissible, indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, KBC), by reason of the fact that he or she is or was an officer or director of the KBC, or who at the request of the KBC, is or was serving as a fiduciary or trustee of another corporation, or an employee benefit plan of the KBC (collectively called "Indemnified Officers" or individually "Indemnified Officer").

Such indemnification may, to the extent authorized by the Board of Directors of the KBC, include payment by the KBC of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if such Indemnified Officer shall be not entitled to indemnification under this Article.

Notwithstanding the foregoing, indemnification shall not apply to any person who shall have been adjudged liable in a proceeding by or in the right of KBC unless a determination has been made by a court that despite the adjudication of liability, the person is fairly and reasonably entitled to indemnification.

The payment of any indemnification or advance shall first be authorized in the specific case upon determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she (1) acted in good faith, and (2) acted in a manner he or she reasonably believed to be in, and not opposed to, the best interest of KBC and, with respect to any criminal action or

proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. This determination may be made by:

- i. majority vote of a quorum of the Board of Directors who are not at that time parties to the proceeding; or
- ii. the opinion of independent legal counsel (who may be counsel to the KBC) appointed for the purpose by majority vote of the Board of Directors; or
- iii. a court having jurisdiction over approval of payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of any Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which KBC employees, agents, directors, officers, and other persons may be entitled by contract or otherwise under law.

This Article constitutes a contract between the KBC and the Indemnified Officers. No amendment or repeal of provisions of this article which adversely affects the right of the Indemnified Officer under this Article shall apply with respect to such Indemnified Officer's acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by, or was made with, the written consent of such Indemnified Officer.

ARTICLE IX

Administration

9.1 FISCAL YEAR.

The fiscal year of the KBC shall begin on the first (1st) day of January of each year and end on the thirty-first (31st) day of December of each year.

9.2 AUDIT.

The accounts of the KBC shall be reviewed by an independent certified public accountant selected by the Board of Directors as required by the regulations of the State of Kansas. The report shall include, but need not be limited to, information in appropriate detail regarding assets and liabilities including changes in assets and liabilities during the fiscal year, revenue and expenditures and a comparison of administrative costs versus programmatic costs.

9.3 CORPORATE RECORDS.

The original or attested copies of the Articles of Incorporation; these Bylaws; the minutes and records of all meetings of the membership; the minutes and records of all meetings of the Board of Directors and committees; adequate and correct books; records of all administrative, personnel, and financial transactions; and audit reports shall be kept at the Principle Office of the KBC. Any incumbent Active Member of the KBC shall have the absolute right, at any reasonable time, to inspect the records and the

physical properties of the KBC. Any inspections may be made in person or by an agent or attorney and the right to inspection includes the right to copy and make extracts.

9.4 MAIL REFERENCES.

To the extent allowed by Kansas law, all references in these Bylaws to “mail” or to “mailed” shall allow mail by U.S. mail, facsimile transmission, electronic mail at an e-mail address at which the member or director has consented to receive notice, hand delivery, or private mail carriers handling nationwide mail services.

9.5 NOTICES.

Notices may be communicated either by mail or by electronic mail at an e-mail address at which the member or director has consented to receive notice. Notice may also be communicated by personal - oral communication where reasonable.

9.6 CONFLICTS OF INTEREST.

The Board of Directors will adhere to Conflict of Interest policy (Appendix A). Directors and staff will submit annual disclosures of conflicts of interest per policy.

ARTICLE X Amendment of Bylaws

10.1 AMENDMENT OF BYLAWS.

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of a majority of a quorum of Active Members at any regular or special meeting of the membership. The notice of the meeting shall set forth a summary of the proposed amendments.

ARTICLE XI Dissolution of Corporation

11.1 DISSOLUTION OF CORPORATION.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose.

Approved by the KBC on October 13, 2017.

Michelle Stephens

Secretary

APPENDIX A - Policies

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Subject: Roles and Responsibilities for the Board of Directors

Effective Date: 9/19/2017

**Revised from: 5/5/2017; 1/17/2014;
8/16/2013**

BOARD OF DIRECTORS

1. Determine mission and purpose.
2. Select, support and evaluate the Executive Director.
3. Ensure effective planning.
 - i) Assist in implementing and monitoring the Strategic Plan
 - ii) Establish committees and task forces.
4. Determine, monitor and strengthen the organization's programs and services to be consistent with the mission.
5. Ensure adequate financial resources to fulfill the mission, protect assets, and provide proper financial oversight.
6. Build a competent board.
 - i) Inform the Nomination Committee Chair of the desired size of the board and any desired candidate skills or experience prior to the beginning of the search for prospective candidates. The KBC values and incorporates diversity in all aspects of their operations.
 - ii) Mentor new board members.
 - iii) Conduct a self-assessment to evaluate board performance and use results to identify areas for improvement.
7. Ensure legal and ethical integrity.
 - i) To conduct, manage and control the affairs of the corporation, and to make such rules and regulations consistent with the local, state and federal laws that apply to non-profit organizations, Articles of Incorporation, and Bylaws.
 - ii) Establish appropriate governance policies for the KBC.
8. Enhance the organization's public standing.
 - i) Board members are formal representatives of the organization as ambassadors and advocates. Therefore, Board members must be able to clearly articulate the organization's mission, accomplishments, and goals to the public.

INDIVIDUAL BOARD MEMBERS

- Monitor and participate in KBC email correspondence as appropriate. See Appendix II for Communication Plan.

- Fulfill board position duties, and serve as a substitute in the event that an officer cannot perform his/her duties for a temporary period, as determined by the Chair.
 - Keep up-to-date on developments in fields that impact the organization's operations and interests.
 - Uphold conflict of interest, confidentiality, and code of conduct policies.
 - Must attend 2/3 of the meetings of the Board (6/year) and general KBC membership meetings (6/year).
 - Prepare in-coming Board member to successfully transition onto the Board in their respective position.
 - Review and approve the IRS 990 form prior to submitting.
 - Assumes all other powers and duties as may be vested in that office by the Board of Directors or the Bylaws.
 - Preside and serve on committees as appointed.
 - Review financial reports provided by staff.
-

CHAIR

The Chair serves a one-year term

Presides at meetings of the KBC and the Board of Directors.

- Prepare all agendas for meetings of the Board of Directors and membership in collaboration with the Executive Director.
- Call special meetings as necessary.

Appoints chairpersons of committees (unless otherwise written in the policies).

Executes legal and financial instruments (e.g. contracts, grants, agreements) that may from time to time be authorized by the Board of Directors.

Prepares the Chair-elect for the responsibilities of Chair.

CHAIR-ELECT

Serves a one-year term

In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Chair-Elect shall perform all the duties of Chair and when so acting shall have all the power and be subject to all the restrictions on the Chair.

Understands the responsibilities of Chair, the activities and positions of the organization, and be able to perform these duties in the Chair's absence.

IMMEDIATE PAST CHAIR

Serves a one-year term

Participates in board activities to ensure the proper transition of operations and governance of the organization.

Advises the Chair as appropriate on board governance matters.

Serves as the Chair of the Nomination Committee per Policy 04.

TREASURER

Serves a two-year term

Works with KBC staff to prepare for audit, IRS 990 form and Kansas Secretary of State Nonprofit Annual report as needed.

Archives corporation's financial records as required for nonprofit organizations by IRS and other governmental agencies.

Fulfills duties as outlined in all KBC financial policies.

Participates in orientation of their successor at the end of their term. Transfer bank account, files, notebook, all software, USB drives and passwords to incoming Treasurer.

SECRETARY

Serves a two-year term

Archives and ensure accuracy of all corporation records.

Prepares and maintains minutes for meetings of the membership and the Board of Directors.

- Submit minutes to KBC Executive Director and Chair for review.
 - Verify quorums for voting. Accurately records decisions made by the Board.
 - Voting is conducted following a consensus discussion OR following Robert's Rule of Order.
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MEMBER(S) AT LARGE (3)

Serve two-year terms

Preside and serve on committees as appointed. Roles and responsibilities as assigned by the Board.

Appendix I - Board of Directors Timeline

Standing Meetings Schedule:

Board Meetings: 1st Friday of odd # months from 12:00 – 1:30 pm

General Membership Meetings: 2nd Friday of even # months from 11:00 am – 1:00 pm

January

- Conduct a Board of Directors orientation
- Work with ED and accounting firm to ensure 1099MISC forms are prepared, filed with IRS and provided to Independent Contractors prior to Jan. 31st deadline

February

- New board members take office
- Membership renewal

May – November

- Review and approve IRS 990 form

June

- Nomination Committee forms
- File Not for Profit Annual Report and pay fee with KS Secretary of State by June 15th

October-November

- Present ballot of candidates for the Board to KBC membership

December

- Close online voting at the *end* of the December general membership meeting.
- Notify candidates of election results within one (1) week of closing online voting.
- Announce Board of Directors election results via email within two (2) weeks of closing online voting.

Appendix II - Communication Plan

KBC General Membership Meetings:

Before:

- KBC Communications Chair will send meeting notices on the Friday before meetings and the agenda, KBC Update and prior meeting minutes on the Tuesday prior to the meeting

After:

- Within 7 days of meeting, Secretary sends minutes to Chair and ED for review
- Within 14 days of meeting, Chair and ED forward final minutes to KBC Communications Chair or KBC staff

- By the 5th day of the following month, KBC Communications Chair or KBC staff will send minutes to KBC Membership

KBC Board Meetings:

Before:

- The ED will send the agenda and supporting materials to the Board 10 days prior to the meeting.

After:

- Within 7 days, Secretary sends minutes to Chair and ED for review
- Within 14 days, Chair and ED forward final minutes to KBC Communications Chair or KBC staff
- Within 17 days of meeting, KBC Communications Chair will send minutes to Board

Subject: Nomination Committee Roles and Responsibilities

Effective Date: 5/5/2017

Revised from: 8/16/2013

Policy: The nomination committee (NC) will put forward candidates for the Kansas Breastfeeding Coalition Board of Directors annual elections.

Procedure:

1. The NC will be formed and act in accordance with the KBC Bylaws. The NC will be composed of the following:
 - a. The KBC Past Chair will serve as the Chair of the NC.
 - b. The NC Chair will appoint a minimum of two (2) KBC members to serve on the NC each year. No individual may serve on the NC for more than two (2) consecutive years and must be off of the committee for at least one year before serving again.
 - c. The NC will form in the month of June and present a ballot to the Board by November 1st for approval. The NC will provide photos and bios of all candidates to the Board for the ballot.
 - d. The NC will nominate one or more candidates for each open position.
 - e. The NC will consider the qualifications of each potential candidate and their ability to provide input and guidance from the perspective of their profession.
2. Annual Nominations.
 - a. For each EVEN numbered year (per December election date), the NC will recruit candidates for Chair-Elect, Secretary, and one (1) Member at Large.
 - b. For each ODD numbered year (per December election date), the NC will recruit candidates for Chair-Elect, Treasurer, and two (2) Members at Large.
3. Candidate qualifications and eligibility.
 - a. The NC will consider KBC Policy 03: Roles and Responsibilities for the Board of Directors when determining potential candidate qualification.
 - b. The NC is encouraged to seek diversity in all aspects when selecting candidates for nomination.
 - c. The NC Chair will seek input from the Board to meet the needs of the Board.
 - d. Qualified and eligible candidates:
 - i. Have reviewed KBC Policy 03: Roles and Responsibilities for the Board of Directors, and agree to perform the duties of the role if elected.
 - ii. Demonstrate professionalism and accountability.
 - iii. Be a current KBC member.
 - iv. Reside and/or work in Kansas

Policy: The Board of Directors is responsible for the financial oversight of KBC funds. KBC funds will be managed in a manner that follows generally accepted accounting principles (GAAP) for nonprofit organizations, supports the organization's strategic plan, and is in accordance with the uses described by the donor or grant funder.

The KBC does not accept donations or other resources from entities in violation of The International Code of Marketing of Breast-milk Substitutes and/or subsequent World Health Assembly resolutions. The KBC will use reports of International Baby Food Action Network - International Code Documentation Centre (IBFAN-ICDC) to guide these decisions.

The KBC strives to be a socially responsible organization. To this end, the KBC may choose not to accept contributions from certain organizations, and retains the right to refuse any donation.

The KBC will maintain Directors and Officers insurance and General Liability insurance with a minimum coverage of \$500,000 each.

The KBC will conduct an annual financial audit as funding allows. This expense will be prioritized in the annual budget for unrestricted funds.

The KBC will be registered with the Kansas Secretary of State as a non-profit organization, eligible to conduct fund-raising campaigns.

Procedure

I. Budget for unrestricted funds

A. Budget development

1. A balanced budget which supports the KBC's annual strategic plan will be developed, including:
 - a. Anticipated expenditures
 - b. Use of available funds
 - c. Use of anticipated revenue
2. Funds/revenue will not be expended without an approved budget

- #### **B. Budget approval** - The annual budget will be reviewed, revised if necessary, and approved by the KBC BOD 60 days prior to the start of each financial year (January 1st).

II. Procurement of services and goods

A. Request for unrestricted funds:

1. A brief written request for goods or services must be submitted to the Executive Director (ED). The request will include a description of expenditure.

B. Approval for requests for unrestricted funds:

1. The ED may approve expenditures of less than \$500.
2. The KBC BOD must approve expenditures in excess of \$500.

C. Request for restricted (grant/contract) funds:

1. Program staff may make expenditures within the approved program budget.
2. The KBC BOD must approve all expenses in excess of 10% of approved program budgeted expenses.

III. Independent Contractor agreements

- A. Independent contractor agreements will include:
 1. Scope of work
 2. Skills required
 3. Payment rate
 4. Payment arrangements
 5. Maximum to be paid
 6. Anticipated delivery date
- B. Independent contractor agreements without maximum expenditure and anticipated delivery date will not be approved.
- C. Independent contractor agreements paid from KBC unrestricted funds must be approved by the KBC BOD and signed by the Chair.

V. Check signatures

- A. Checks are prepared after expenses are approved.
- B. The Treasurer signs all checks.
- C. The Treasurer sends the check to the payee within 30 days of receiving the invoice or payment request.

VI. Bank statements

- A. The Treasurer sends the un-opened mailed or electronic bank statement to the ED.
- B. The ED reconciles bank statements on a monthly basis.
- C. Copies of the reconciled bank statements are sent to the Treasurer within 2 weeks of receipt.
- D. The Treasurer reviews and archives reconciled bank statement within 1 week of receipt from ED.
- E. Discrepancies will be discussed with the KBC BOD.

VIII. Financial reports (balance sheets, income statements, and accounts payable)

- A. Financial reports will be prepared by the KBC ED on a bi-monthly basis, prior to KBC BOD meetings.
- B. Financial reports will be reviewed by the KBC BOD within 1 week of receipt.
- C. A financial report will be submitted to the general KBC membership annually at the February meeting for the prior calendar year.

IX. Bank Account Access

- A. The Treasurer will maintain full access and privileges to all KBC financial accounts and passwords to PayPal and QuickBooks.
- B. Another KBC Board member, as appointed by the KBC Chair, is a signatory on the KBC bank account.



Subject: Conflict of Interest

Effective Date: 09/01/2017

Revised from: 03/03/2017

Policy:

The purpose of the conflict of interest policy is to protect the interests of the Kansas Breastfeeding Coalition, Inc. (“Organization”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions:

1) **Interested Person**

Any director, principal officer, employee or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2) **Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement,
- c) A potential social or career investment in the prospective business or position with which the Organization shall enter into contractual agreement, to include (but not limited to) such entities as employers, boards of directors, advisory boards, social or religious affiliations, friendships, or family relations, or
- d) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedure:

1) **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 directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2) **Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3) **Procedures for Addressing the Conflict of Interest**

- a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.
- b) In the event that the affected interested person fails to withdraw voluntarily, the Board Chair shall be empowered to require that individual to remove him or herself from the room during the discussion and vote on the matter. In the event the conflict of interest affects the Board Chair, the Chair Elect shall be empowered to require the Board Chair to remove himself or herself in the same manner. The Chair Elect shall thereafter preside.
- c) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- d) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- e) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4) **Violations of the Conflicts of Interest Policy**

- a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Annual Affirmation of Compliance and Disclosure Statement:

Any officer, director, employee, or member of a committee with governing board-delegated powers, shall sign the annual affirmation of compliance and disclosure statement below. Changes to the person's disclosure statement may be made at any time, and it is the interested person's responsibility to update this disclosure statement if/when changes need to be made. Each written statement will be resubmitted with any necessary changes each year and will be maintained by the Secretary. All interested persons should be familiar with statements filed by all other interested persons in order to guide his or her conduct should a conflict arise.

Annual Affirmation of Compliance and Disclosure Statement:

I acknowledge that I have received and read the above Conflict of Interest Policy. I have considered not only the literal expression of the policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the Conflict of Interest Policy. I further understand that Kansas Breastfeeding Coalition, Inc. is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

I affirm I am unaware of having engaged in an impermissible transaction other than those, if any, disclosed previously for prospective transactions. Should a situation arise in the future which could involve me in a conflict of interest, I will promptly and fully disclose the circumstances to the Chair of the Board of Directors of Kansas Breastfeeding Coalition, Inc.

I have no conflicts of interest to disclose.

I have the following conflicts of interest, or potential conflicts of interest, to disclose:

Please list name of conflicting entity, address, and the nature of the conflict (ex: employee, board member, etc.)

Signature of KBC Officer, Director or Committee Member

Printed Name

Current KBC Position(s)



Policy: Kansas Breastfeeding Coalition (KBC) will give consideration to serve as a fiscal agent for local breastfeeding coalitions.

Procedure

Qualifications:

- 1) The local breastfeeding coalition (LBC) will be listed on the KBC's Coalitions page - <http://ksbreastfeeding.org/coalitions/> .
- 2) A minimum of 2 individuals of the LBC are current members of the KBC.
- 3) LBC's proposal will align with the KBC strategic plan.

Administration

- 1) The KBC Board of Directors (KBC BOD) will approve the LBC's grant proposal prior to submission to the funder. Proposals should be submitted to the KBC BOD at least 10 business days before grant proposal is due.
- 2) LBC leadership representative will sign a letter of agreement with the KBC to:
 - a) The KBC will be responsible for monitoring and controlling expenditures of grant funds in keeping with the purpose of the grant. Receipts will be required prior to reimbursement of funds to the LBC.
 - b) LBC will be responsible for complying with the terms of the grant.
 - c) LBC will provide a minimum of semi-annual updates to KBC to document status and progress of the project.
 - d) A representative of the LBC will submit a written report to be published in the KBC Update upon completion of the project.
- 3) A 10% or \$100 minimum administrative fee will be due to KBC for grant administration within 60 days of the conclusion of the grant term.

Subject: Staff and Board Expense Reimbursement

Effective Date: January 1, 2017

Revised from: None.

Policy:

The purpose of the policy is provide guidelines for the reimbursement of expenses of staff and Board of Directors.

Procedure:

1) **Mileage/Vehicle Reimbursement**

The Coalition reimburses staff for use of personal vehicles on Coalition business at the rate allowed by the Internal Revenue Service for business travel or the cost of a rental vehicle if cost for a rental is less expensive than use of a personal vehicle. The Coalition may reimburse a Board person per request and evaluation of the nature of the travel and expense.

2) **Air Travel**

The Coalition pays for air travel expenses at coach class rates for staff traveling on Coalition business and may pay for Board travel per request and evaluation of the nature of the travel and expense. To reduce air travel expenses, the Coalition may reimburse for expenses such as hotel, meals, and other necessary expenses associated with stays of one or more days to secure lower airfare rates (for example, stays over Saturday). Expenses of stays which are beyond the period necessary for Coalition business (including the period to secure lower airfare rates) are the responsibility of the staff member or Board Member. In the event of use of a private aircraft on Coalition business, reimbursement shall be allowed in an amount equal to the automobile allowance for that trip; provided, that in unusual circumstances or lower cost for private aircraft usage than comparable commercial air fares, the Chair may allow full reimbursement of actual private airplane costs.

3) **Meals**

The Coalition pays for actual costs of meals while on Coalition business. The Coalition does not pay for alcoholic beverages or snacks. Staff will be reimbursed for cost of meals on trips that do not also involve an overnight stay using this schedule. Reimbursement for breakfast if traveling from 12:00 am to 11:00 am; reimbursement for lunch if traveling from 11:01 am to 4:00 pm; reimbursement for dinner if traveling from 4:01 pm to 11:59 pm. Board members must obtain approval before traveling for meal reimbursement. The Coalition may reimburse a Board person per request and evaluation of the nature of the travel and expense. The Chair may authorize a meal allowance for Board Members of not more than \$30 per day for trips outside of Kansas in lieu of actual reimbursement

4) **Guests at meals**

Persons with whom the Coalition is consulting, including grantee representatives, should not be permitted to pay for meals or other expenses of the Coalition. Coalition staff members are granted discretion to pay reasonable meal expenses for such guests.

5) **Lodging expenses**

Board Members and staff are generally encouraged to stay at hotels and motels which are sites for conferences, workshops, and similar events. These often offer the best opportunities for networking and

information gathering. When there is not a hotel/motel site of importance to an event, Board Members and staff are expected to stay at moderately priced accommodations (Best Western, Comfort Inn, Motel 6, etc.) consistent with personal safety and cleanliness.

6) **Miscellaneous expenses**

The Coalition also pays for ordinary and necessary costs associated with travel, including parking, toll road fees, local transportation (bus, subway, taxi, etc.), registration costs, etc.

7) **Other Guidance**

- a. Expenses for spouses or other family members accompanying staff or Board Members on Coalition business are generally the responsibility of the staff member or Board Member. However, an accompanying spouse or family member shall be allocated only those expenses which are in addition to those which would have been incurred without the spouse. For example, lodging costs of an accompanying spouse shall be allocated to the staff member or Board Member only as to the difference between a single room and a double room, if there is any cost difference.
- b. Entertainment expenses, local transportation associated with sightseeing, and other free time activity expenses during a business trip are personal expenses.
- c. Staff must complete an Expense Voucher as documentation for travel related expenses and attach all necessary receipts and credit card statements. The Expense Voucher must be signed and approved before reimbursement can be issued. Board Members must complete and sign a Coalition provided expense voucher for each business related activity.

These guidelines cannot cover every situation which may occur. They represent a compilation of general Coalition practice and are to be interpreted to permit staff and Board Member involvement, without undue personal cost, in the ordinary and necessary business of the Coalition.



Subject: Code of Ethics for Board and Staff

Effective Date: March 3, 2017

Revised from: None.

Policy:

This policy is intended to provide guidance with ethical issues and a mechanism for addressing unethical conduct and complaints.

Procedure:

A. BOARD RESPONSIBILITIES

The general duties for members of the Board of Directors (BoD) are to enforce the KBC's governing documents, collect and preserve the KBC's financial resources, and insure the KBC's assets against loss. To fulfill that responsibility, BoD members must:

- regularly attend board meetings,
- review material provided in preparation for board meetings,
- review the organization's financial reports, and
- make reasonable inquiry before making decisions.

B. PROFESSIONAL CONDUCT

In general, BoD members, committee members and staff must conduct all dealings with vendors and employees with honesty and fairness, and safeguard information that belongs to the organization.

1. **Self-Dealing.** Self-dealing occurs when BoD members, committee members and staff make decisions that materially benefit themselves or their relatives at the expense of the organization. "Relatives" include a person's spouse, parents, siblings, children, mothers- and fathers-in-law, sons- and daughters-in-law, brothers and sisters-in-law and anyone who shares the person's residence. Benefits include money, privileges, special benefits, gifts or other items of value. Accordingly, no director, committee member or staff person may:
 - Solicit or receive any compensation from the KBC for serving on the board or any committee,
 - Make promises to vendors unless with prior approval from the board,
 - Solicit or receive any gift, gratuity, favor, entertainment, loan, or any other thing of value for themselves or their relatives from a person or company who is seeking a business or financial relationship with the KBC,
 - Seek preferential treatment for themselves or their relatives,
 - Use KBC property, services, equipment or business for the gain or benefit of themselves or their relatives, except as is provided for all members of the KBC.
2. **Confidential Information.** BoD members, committee members and staff are responsible for protecting the KBC's confidential information. As such they may not use confidential information for the benefit of themselves or their relatives. Except when disclosure is duly authorized or legally mandated, no director, committee member or staff person may disclose confidential information. Confidential information includes, without limitation:
 - Private personal information of fellow BoD members and committee members, and staff
 - Private personnel information of the KBC's employees,

- Disciplinary actions against members of the KBC, and
- Legal disputes in which the KBC is or may be involved--BoD members may not discuss such matters with persons not on the board without the prior approval of the KBC's legal counsel.

Failure to follow these restrictions could constitute a breach of the attorney-client privilege and loss of confidential information.

3. **Misrepresentation**. BoD members, committee members and staff may not knowingly misrepresent facts. All KBC data, records and reports must be accurate and truthful and prepared in a proper manner.
4. **Interaction with KBC Staff**. To ensure efficient management operations, avoid conflicting instructions from the board to management and avoid potential liability, committee members and BoD members shall observe the following guidelines:
 - If BoD members or committee members are contacted by staff with complaints, the staff shall be instructed to contact the Executive Director or the board as a whole.
 - No director may threaten or retaliate against staff who brings information to the board regarding improper actions of a director or committee member.
 - BoD members and committee members are prohibited from harassing or threatening staff, vendors, BoD members, committee members, and owners, whether verbally, physically or otherwise.
5. **Proper Decorum**. BoD members, committee members and staff are obligated to act with proper decorum. Although they may disagree with the opinions of others on the board or committee, they must act with respect and dignity and not make personal attacks on others. Accordingly, BoD members and committee members must focus on issues, not personalities and conduct themselves with courtesy toward each other and toward staff, managing agents, vendors and members of the KBC. BoD members shall act in accordance with board decisions and shall not act unilaterally or contrary to the board's decisions. KBC BoD members and staff agree to conduct themselves according to the following guiding principles:
 - We expect integrity, honesty, and trustworthiness in our individual and collective work.
 - We know communities mirror the societies in which they exist and positive action is essential to counteract the many forms of inequity and abuses of power that exist in society.
 - We endorse and model a culture of inclusion, diversity, and equity that permeates all KBC activity. We are equitable in our decisions and mindful of their impact on other groups and people.
 - We expect to be treated, and to treat others, with respect. We respect the opportunity to be heard, and we respect differences of opinion.
 - We accept as a personal duty the responsibility to keep up to date on emerging issues, and to conduct ourselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
 - We conduct our organizational and operational duties with positive leadership, exemplified by transparent communication, dedication, and compassion.
 - We avoid any interest or activity that is in conflict with the conduct of our official duties.
 - Staff members respect the structure and responsibilities of the Board of Directors, provide them with facts and advice as a basis for their making policy decisions, and uphold and implement policies adopted by the Board.
 - Board members respect the structure and responsibilities of the Staff Team, to provide operational support to the strategic and policy direction identified by the Board.
 - We expect responsible action on behalf of the organization and we are accountable and transparent to our KBC membership, collaborative partners, and one another. We share information when appropriate without sacrificing confidentiality.
 - We expect our actions to demonstrate our care for others and the community as a whole. We support each other in a humane manner. We care about the well-being of each other, the community, and the KBC.

C. ETHICS COMMITTEE

The Ethics Committee (EC) is an additional committee of KBC that, according to the described procedures below, oversees compliance with Policy 09: Code of Ethics for Board and Staff.

1. **Membership:**

- The Board of Directors (BoD) will appoint the EC Chair from a list of candidates from among the former members of the Board of Directors who are members of the KBC, to serve a two (2) year term. The EC Chair will oversee the operation of the committee, including presiding over committee meetings.
- The EC Chair will appoint two (2) additional committee members from a list of candidates provided by the BoD:
 - i. One (1) member who is a current member of the BoD (excluding the Chair, Chair Elect, and Past Chair), and
 - ii. One (1) member who has never served on the BoD and is a current KBC member.
- Members of the EC serve a three (3) year term. The terms of office shall be staggered to ensure no more than one-third of committee members will be new to the committee in any given year.
- No individual may serve on the EC more than six (6) consecutive years; provided, however, that each EC member shall serve until his or her successor has been duly appointed.
- An individual who has served six (6) consecutive years may be eligible for reappointment only after three (3) years' absence from the committee.
- Any vacancy on the EC (with the exception of committee chair), regardless of cause, shall be filled by the committee chair. The individual appointed to fill such vacancy shall serve only for the remainder of the term of the committee member to be replaced.

2. **Roles and Responsibilities:** The EC oversees compliance with Policy 09: Code of Ethics for Board and Staff by carrying out the procedures for Complaint/Problem Resolution, as specified in this policy.

- KBC Board members and staff who have a complaint or problem, or believe they have been treated unfairly, are required to use this procedure.
- This procedure applies to:
 - Members of the KBC Board of Directors;
 - Full-time KBC employees; and
 - Part-time employees or contractors working at the direction of the KBC, whose contracts of engagement or employment indicate they fall within the jurisdiction of this procedure.

3. **Meetings and Activities:** The EC meets and corresponds as necessary to conduct its activities. The EC shall conduct its meetings and activities in accordance with the procedures in the bylaws. The presence or participation of *all three* EC members shall be necessary to constitute a quorum for the transaction of committee business.

D. RESOLUTION OF COMPLAINTS

1. **Staff:** Staff are generally required to discuss and seek resolution of personnel concerns with either their supervisor or, if the problem involves the supervisor, the Executive Director. Staff who believe it is not feasible to discuss the concern with their supervisor, for any reason, may consult directly with the Executive Director. A written record of the consultation will be made.
- If a staff member has a complaint, or believes he or she has been treated unfairly, the matter should first be raised in discussion with his or her immediate supervisor in an effort to resolve the issue.
 - If a resolution cannot be reached through discussion with the supervisor, the staff must put the complaint in writing to the supervisor in a timely manner. The supervisor is required to respond in writing in a timely manner, preferably within 7-10 days.
 - If a resolution still has not been reached, the staff should present the written material (his or her complaint and supervisor's response) to the Executive Director, preferably within 7-10 days of receipt of the supervisor's response. The staff must also notify the supervisor this action has been taken.

- The Executive Director will respond to both parties in a timely manner, preferably within 7-10 days of receiving the original complaint and response. The resolution by the Executive Director is final.
- If the Executive Director does not resolve the complaint within a reasonable time, the staff may bring the complaint to the EC Chair. The EC Chair will seek guidance from the Ethics Committee, and will respond in writing to the parties concerned in a timely manner, preferably within 21 days of receiving the complaint. The resolution by the EC Chair is final.
- If the complaint is about the Executive Director, the complaint may be brought directly to the EC Chair. These rare circumstances are only for matters alleging employment discrimination or illegal, threatening, or abusive conduct by the Executive Director, or any behavior that falls within the scope of the Ethics Policy. Any contact to the EC Chair should be in writing and must detail the matter so that a prompt and complete investigation may be conducted. The EC Chair will seek guidance from the Ethics Committee, and will respond in writing to the parties concerned in a timely manner, preferably within 21 days of receiving the complaint. The resolution by the EC Chair is final.
- There will be no retaliation of any kind against a staff member for making a complaint under this procedure. However, a staff member may be disciplined or terminated for filing a false or frivolous complaint.

2. Board of Director (BoD) Members:

a. Complainant relationships:

- BoD member concerns involving the Executive Director or another BoD member should be promptly shared with the BoD Chair. This includes the Executive Director's concerns involving another BoD member. Matters are not to be raised directly with the individual without the BoD Chair's prior permission.
- BoD member and Executive Director concerns involving the BoD Chair should be promptly shared with the EC Chair. Matters are not to be raised directly with the BoD Chair without the EC Chair's prior permission.
- BoD member concerns involving a staff should be promptly shared with the Executive Director. Matters are not to be raised directly with the staff without the Executive Director's prior permission. This avoids interruption of the appropriate authority of the Executive Director to manage staff.

b. Process:

- BoD member complaints should first be raised in facilitated discussion in an effort to resolve the issue. The BoD Chair will support this facilitated discussion between the parties in (i) above, the EC Chair in (ii) above, and the Executive Director in (iii) above.
- If a resolution cannot be reached through discussion, the complaint will be brought to the EC Chair. The EC Chair will seek guidance from the Ethics Committee, and will respond in writing to the parties concerned in a timely manner, preferably within 28 days of receiving the complaint. The resolution by the EC Chair is final.

There will be no retaliation of any kind against a BoD member or the Executive Director for making a complaint under this procedure. However, a BoD member may be removed from the Board and the Executive Director may be disciplined or terminated for filing a false or frivolous complaint.



Policy

The following procedure will guide the development, adoption, and review of KBC policies.

Procedure

I. New Policy Development

- A. Requests for policies will be directed to the Board of Directors. The Board of Directors will consider requests and determine whether a new policy and procedure is needed.
- B. The Board of Directors will determine who has the responsibility for developing a new policy.
 1. A KBC sub-committee, with support from staff, will form a draft version of a new policy concerned with the committee's work.
 2. The Board of Directors, with support from staff, will form a draft version of a new policy concerned with the overall governance of KBC.
- C. The Board sub-committee, with support from staff, will review all draft policies to ensure they are consistent with the KBC bylaws and existing policies.

II. New Policy Adoption

- A. A new policy will be adopted by majority vote of the Board of Directors.

III. Existing Policy Review

- A. Existing policies are reviewed by a Board sub-committee, with support from staff, at least every 5 years and revised as necessary.
- B. Renewed or revised policies will be adopted by a majority vote of the Board of Directors.