

BYLAWS of Kansas Breastfeeding Coalition, Inc.

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 an individual who has demonstrated an interest in breastfeeding support and advocacy through their contact with the KBC, 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 January 1 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 sixty (60) days prior to the Annual Meeting in October of each year, with a return date of thirty (30) 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 Membership in February, 2021.

Susan Lukwago, KBC Secretary