**ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is KCFL, Inc.

**ARTICLE II. CORPORATE PURPOSE**

**Section 1. Nonprofit Purpose**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 2. Specific Purpose**

KCFL, Inc. organizes and facilitates the hosting of the National Catholic Forensic League’s National Tournament when it is hosted in Kentucky. Beyond that service, KCFL also assists in the organization of various programs, tournaments, and other activities associated with speech and debate in Kentucky.

The specific objectives and purpose of this organization shall be:

1. to organize the National Catholic Forensic League Tournament when it is hosted in Kentucky;
2. to engage with other organizations and sister entities to assist with speech tournaments across the country;
3. to provide opportunities for students to participate and engage in speech and debate through the organization of speech tournaments and sponsoring of scholarships;
4. to sponsor, host, and/or participate in events and activities that otherwise promote the activity of speech and debate.

**ARTICLE III. MEMBERSHIP**

**Section 1. Eligibility for Membership**

Membership shall be open to any current coach or parent representative of a Kentucky parochial, public, private, or home school who supports the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon submission of both.

**Section 2. Annual Dues**

The amount required for annual dues shall be $100 each year, unless changed by a majority vote of the board at an annual meeting. Continued membership is contingent upon being up-to-date on membership dues.

**Section 3. Resignation and Termination**

Any member may resign by filing a written resignation with the Secretary-Treasurer. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A membership can be terminated or not renewed for failure to pay fines levied at the national tournament.

**ARTICLE IV. BOARD OF DIRECTORS**

**Section 1. General Powers**

The affairs of the Corporation shall be managed by its Executive Director in conjunction with its Board of Directors. The Executive Director shall have control of and be responsible for the management of the affairs and property of the Corporation. The Board of Directors will oversee and audit the Executive Director’s management. The Board of Directors can remove the Executive Director only through a unanimous vote of all parties excluding the Exec. Director.

**Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than four (4) including the following officers: the Chair/Executive Director, the Vice-Chair, 2nd Vice-Chair, and the Secretary-Treasurer. These offices shall be nominated by the Executive Director and approved by a majority vote of the Board of Directors.

The members of the Board of Directors shall, upon appointment, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority of the current Board members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

Each member of the Board of Directors shall hold office in perpetuity until resignation or replacement by the Executive Director nomination and majority vote of the Board of Directors.

**Section 3. Annual Meetings**

An annual meeting of the Board of Directors shall be held on a weekend in March each year at the KCFL, Inc. State Qualifying Tournament. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

**Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the Executive Director or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Special meetings may also take place via electronic communication (i.e. email, Skype, conference call, etc.)

**Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, electronic methods, or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

**Section 6. Quorum**

The presence, in person or via electronic communication method of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

**Section 7. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit his or her seat on the Board. The Secretary-Treasurer shall notify the Executive Director in writing that his or her seat has been declared vacant, and the Director and Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 12 of this Article in these by-laws.

**Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by nomination of the Executive Director and by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

**Section 9. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

**Section 10. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

**Section 11. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the Executive Director by some version of Robert’s Rules of Order.

**Section 12. Removal.**

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 12 of this Article.

**ARTICLE V. OFFICERS**

The officers of this Board shall be the Chair and Executive Director, Vice-Chair, 2nd Vice-Chair, and Secretary-Treasurer. All officers must have the status of active members of the Board.

**Section 1. Chair/Executive Director**

The Chair shall preside at all meetings of the membership. The Chair shall have the following duties:

1. He/She shall preside at all meetings of the Board of Directors.
2. He/She shall have general and active management of the business of this Board.
3. He/She shall see that all orders and resolutions of the Board are brought to the Board.
4. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
5. He/She shall submit a report of the operations of the program for the fiscal year to the Board at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
6. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the Chair.
7. He/She shall perform all official correspondence from the Board as may be prescribed by the Board.

**Section 2. Vice-Chair and 2nd Vice-Chair**

The Vice-Chair and 2nd Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence of the latter. The Vice-Chair’s duties are:

1. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board.

**Section 3. Secretary-Treasurer**

The Secretary-Treasurer shall attend all meetings of the Board and will act as a clerk thereof. The Secretary-Tresurer’s duties shall consist of:

1. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the Chair shall make the arrangements for all meetings of the Board, including the annual meeting of the organization.
2. He/She shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
3. He/She shall present a complete and accurate report of the finances raised by this organization at each meeting of the members, or at any other time upon request to the Board.
4. He/She shall have the right of inspection of the funds resting related to KCFL, Inc., including any bank accounts and other financial assets.
5. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
6. He/She shall perform such other duties as may be prescribed by the Board or the Chair under whose supervision he/she shall be.

**Section 4. Removal of Officer**

The Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

**Section 5. Vacancies**

The Nominating Officer/Executive Director shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to the members of the Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

**ARTICLE VI. COMMITTEES**

**Section 1. Committee Formation**

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

**Section 2. Executive Committee**

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

**ARTICLE VII. CORPORATE STAFF**

**Section 1: Executive Director**

The Board of Directors shall hire or appoint an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation.

**ARTICLE VIII. – Conflict of Interest and Compensation**

**Section 1: Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization’s (Organization) interest 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.

**Section 2: Definitions**

1. Interested Person
Any director, principal officer, 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:
	1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
	2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
	3. 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.

**Section 3. Procedures**

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

	1. 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 the vote on, the transaction or arrangement involving the possible conflict of interest.
	2. 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.
	3. 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.
	4. 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
	1. 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.
	2. 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.

**Section 4. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board’s or committee’s decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 5. Compensation**

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 6. Periodic Reviews**

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

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Section 7. Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VIII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE IX. IDEMNIFICATION**

**Section 1. General**

To the full extent authorized under the laws of Kentucky, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation’s request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

**Section 2. Expenses**

Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

**Section 3. Insurance**

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

**ARTICLE X. BOOKS AND RECORDS**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

**ARTICLE XI. AMENDMENTS**

**Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or other form of electronic communication or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

**Section 2. Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 12 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_ day of \_\_\_\_\_\_\_\_\_, 20\_\_.

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Ibbie Cecil, Chair and Executive Director - KCFL, Inc.

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Rosemary Cundiff-Brown, Vice-Chair - KCFL, Inc.

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R. Stephen Meadows, 2nd Vice-Chair - KCFL, Inc.

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John Slack, Secretary-Treasurer - KCFL, Inc.