

Article I: Why We Exist

Section 1: General Purposes

This organization (The Emerald City Sitters) shall operate as a non-profit organization in accordance with requirements of 501(c) (3) of the Internal Revenue Code. No part of the net earnings shall accrue to the benefit of any individual.

This organization is a corporation, with the Board of Directors as its governing body.

The corporation is organized exclusively for charitable, educational, outreach, and artistic purposes, including for such purposes, the making of distributions to organizations that qualify as exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding section of any future United States Internal Revenue law.

The mission of the corporation is to improve the Wichita and Central Kansas area by encouraging tolerance, learning, acceptance, and understanding through social collaboration and social interaction.

Notwithstanding any other provision of these articles, the corporation shall not carry on activities not permitted under:

- Section 501 (c) (3) of the Internal Revenue code or the corresponding section of any future United States Internal Revenue law.
- Section 170 (c) (2) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.
- Laws of the State of Kansas governing the operation of a Non-Profit Corporation.

Activities of the corporation shall not include the issuance or carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not, either directly or through the actions of any of its directors or officers, participate in, contribute to, or intervene in (including the publishing or distribution of statements and materials), or otherwise support or assist, any political party, or campaign on behalf or in opposition for public office.

No part of the income or assets of the corporation shall inure to the benefit of, or be distributed to any members, directors, or officers as such, or to any other private persons during the life of the corporation or upon its dissolution or final liquidation. Nothing in this subsection, however, shall be construed to prevent the payment of reasonable compensation to anyone for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws. The corporation shall not have authority to make loans or advancements to its officers, directors, or employees. Any director who votes for, or assents to the making of such a prohibited loan or advance to any officer, director, or employee of the corporation, and any officer who participates in the making of such a loan or advance, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof. The recipient of any such prohibited loan will be required to repay it to the corporation forthwith upon demand by the corporation.

Section 2: Specific Purposes

Subject to and within the limits of Section 1, the corporation shall:

- Build, maintain and equip space suitable for technical and social collaboration.
- Collaborate to bring technology to all forms of art, culture, and craft in new and interesting ways.
- Apply the results of its work to specific cultural, artistic, educational, charitable and scientific causes.
- Recruit and develop talented members dedicated to these purposes.

Article II: Offices

Section 1: Principal Office

The principal office for the transaction of the business of the corporation is hereby located at 1425 W Maple St., Wichita, Sedgwick County, Kansas 67213.

Section 2: Registered Office

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

Section 3: Other Offices

Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

Article III: Who We Are

Section 1: Designation of Membership Class

Emerald City Sisters has a mutli-level membership class with specific voting rights, as listed in Policies & Procedures.

Section 2: Membership Class Qualifications

Any individual willing to promote the objectives of this organization, upon written application may be deemed eligible for membership.

Section 3: Membership Class Election

All persons listed as initial directors on the Articles of Incorporation shall be considered the initial voting members.

Section 4: Membership Rights and Responsibilities

Each member shall have an equal right to voice their opinion and vote their preference or abstain from voting in the affairs of the corporation presented at member meetings for discussion by the Board of Directors. Each member shall exercise only one vote for each matter presented for a vote by the Board of Directors. Each member shall be responsible for providing their current address, contact information and preference for electronic receipt of communications. Each member is responsible for continuing to support the purposes of the corporation.

Section 5: Membership Resignation and Termination

Any member may resign by filing a resignation with any officer. Resignation shall not relieve a member of unpaid monies owed. Membership may be terminated for any reason not prohibited by state or federal law by majority vote of the Board of Directors, except when the member is a Director, in which event that member's membership may only be terminated by a 2/3rds vote of the members.

Article IV: How we meet

Section 1: Member Meetings

Meetings of members, in addition to the annual meeting of members, shall be held as designated in the Board of Directors.

Section 2: Annual Meeting

The Annual Meeting of members shall take place sometime in August. The President shall select the date, time and place for the August annual meeting of members no later than September, 1 of each year. The date, time and place of the annual meeting of members must be posted in the registered office and submitted to members electronically at least two weeks prior to the annual meeting. At the annual meeting, the voting members shall elect the Board of Directors, review the status of the current budget, and the policies of the corporation. They shall also receive such, reports on the activities of the corporation as deemed appropriate by the Board of Directors.

Section 3: Quorum

At least 25% (one quarter) of the entire membership shall constitute a quorum at a members' meeting.

Section 4: Voting

When a quorum is present, all issues, except when otherwise specified in these bylaws, shall be decided by affirmative vote of more than 50% (one half) of the voting members present.

Article V: The Officers

Section 1: Role, Number, Qualification, Term and Compensation

There shall be four officers, a President, a Vice President, a Secretary and a Treasurer. Each officer must be a member and each officer shall serve from the time of their election until their successor is elected and qualifies. No officer shall be compensated for their service as an officer, though the corporation may provide insurance and indemnity for officers as allowed by law.

Section 2: Duties of the President

The President shall preside over all meetings of members and Directors or designate an alternate, attempt to achieve consensus in all decision-making by the corporation, ensure the membership is informed of all relevant issues, and serve other duties of a President as required by law or custom.

Section 3: Duties of the Vice President

The Vice President shall serve all duties of a Vice President as required by law or custom, including acting when the President is unable or unwilling to act.

Section 4: Duties of the Secretary

The Secretary shall be responsible for maintaining membership and corporate records, taking and keeping minutes of all meeting of Directors and members and for serving all other duties of a Secretary as required by law or custom.

Section 5: Duties of the Treasurer

The Treasurer shall serve as custodian of corporate funds, collect dues, present a financial report at each regular and annual meeting of members, assist in the preparation of the budget, make financial information available to all members and where deemed appropriate by the Board of Directors, to the public, and serve all other duties of a Treasurer as required by law or custom.

Section 6: Duties of the Officers to provide an Annual Report

The Officers must provide an annual report at the annual meeting of members. The report shall chronicle the activities of the corporation, including specific narratives on the corporation's work, the corporation's annual financial statements, relevant legal filings, and relevant copies of the organization's state and federal tax returns.

Section 7: Officers are Directors

The Officers shall also serve as bona-fide directors on the Board of Directors. Election, resignation, removal and vacancies of the Officers are handled in accordance with procedures laid out in Article VI.

Article VI: The Board of Directors

Section 1: Role, Size, Term and Compensation

The Board of Directors shall consist of the four elected Officers as defined in Article IV. All directors must be members of the corporation. Each director shall serve from September 1 following the annual meeting of members until the following August 31 (1 year).

No director may be compensated for their service as a board member, though the corporation may provide insurance and indemnity for board members as allowed by law. Each person on the Board of Directors can only fill one position, and each director will have only one vote in board decisions.

Section 2: Meetings

The Board of Directors shall meet annually after the annual meeting of members in August of each year and at such other times as deemed necessary and as called by either the President or by a 2/3rds vote of the Board of Directors. All members may attend meetings of the Board of Directors. Notice of the time, place, and reason for calling the meeting shall be given to the Directors and members by the Secretary.

Notices shall be electronically distributed to all members at least five business days prior to a meeting. Minutes of each board meeting shall be available electronically to members.

In the event of a tie, the president shall cast the deciding vote. In the event of need for urgent action, the Board or Directors may phone for a decision.

Section 3: Elections

Each member present at the annual meeting of members shall be given an opportunity to be a candidate for a position on the Board of Directors. If there are more candidates for board positions than there are Board positions open, the candidates which obtains the highest number of votes from voting members shall be elected to the open Board positions, with each member allowed to cast an approving vote for more than one candidate. In the event of a tie, the election is decided by coin flip. If there are no candidates for an officer position, the outgoing officeholder may, if eligible, elect to serve another term.

In the case of a vacancy on the board, the remainder of the board has the right to appoint an interim member or to hold a special election to elect an interim member to fill the position for the remainder of the term.

Section 4: Quorum

Two-thirds of board members at a duly called board member meeting shall constitute a quorum.

Section 5: Voting

Except when otherwise specified in these bylaws, issues shall be decided by affirmative vote of more than half of the directors present at a duly held meeting of the Board of Directors at which a quorum is present.

Section 6: Resignation, Termination and Vacancies

Any officer or director may resign by filing a written or electronic resignation with the Secretary or two other board members. An Officer or Director may be removed as an Officer or Director by written petition signed by more than two-thirds (2/3rds) of the voting membership, or by written petition signed by at least three-fourths (3/4ths) of the Board of Directors. Vacancies on the board shall be filled within a three month period using the applicable process outlined in Section 3.

Section 7: Conflict of Interest

Any officer or director who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, shall offer to the Board to voluntarily excuse him/herself from proximity to the discussion of the matter and refrain from voting on said item.

Section 8: Indemnification

Emerald City Sisters shall indemnify, defend and hold its recognized volunteers harmless from all losses arising out of or related to the institute's activities, regardless of whether said losses were caused by or contributed to by the indemnified leader, unless caused by sole negligence or criminal activity of the leader in question. This indemnification extends to liability, costs, expenses, and attorney's fees.

Section 9: Policies & Procedures

The Board of Directors shall establish Policies & Procedures for governing members' conduct. The Board of Directors shall review the Policies & Procedures from time to time and modify them as they deem necessary.

Article VII: Financial Matters

Section 1: General

The corporation may use its funds only to accomplish the purposes specified by these Bylaws.

Section 2: Fiscal Year

The fiscal year of the corporation commences on the first day of January and ends on the last day of December.

Section 3: Purchasing Authority

No member of the corporation shall be authorized to make purchases in the name of the corporation except as directed in writing by the Board of Directors.

Section 4: Deposits

All funds of the corporation will be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5: Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, these Bylaws or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation in excess of an amount as set from time to time by the Board of Directors shall be signed by the Treasurer and countersigned by the President of the corporation except that the Treasurer shall be permitted to pay for routine, regularly occurring expenses as approved by the Board of Directors.

Section 6: Gifts and Donations

The Board of Directors may accept on behalf of the corporation any gift, donation, bequest, or device for the nonprofit purposes of this corporation.

Section 7: Material Property

Material property that may be obtained from time to time by the corporation in its name will be controlled and the responsibility of the corporation President or other personnel so designated by the Board of Directors. All such material property shall be used only for the benefit of the corporation and shall not be used for the personal benefit or gain of any member, officer or director of the corporation or any third party. No material property of the corporation may be given to, loaned or placed in the possession of a third party without the express permission of the Board of Directors. The Board of Directors owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed will ultimately be the decision of the Board of Directors.

Section 8: Dissolution

Upon dissolution of the corporation, and after payment of all liabilities, the Board of Directors shall dispose of all remaining assets of the corporation to an organization or organizations which shall at the time qualify for exemption under 501 (c) (3) of the United States Internal Revenue Code. Dissolution will also take into consideration the provision in the Articles of Incorporation which addresses dissolution.

Article VIII: Amendments

Amendments to these bylaws must be proposed in writing. A proposal for an amendment may be offered by any member in good standing. Signatures of ten other members in good standing, who are not currently serving on the Board of Directors, must accompany the proposal. The Secretary will circulate such proposals to the Board of Directors. Upon approval by two-thirds (2/3) of the Board Members, the amendment shall be submitted to the members for ratification two (2) weeks in advance of the next scheduled member meeting. Ratification of a proposed amendment shall require approval by a majority of the members voting at the meeting. If the required two-thirds (2/3) Board approval or majority member ratification is not obtained, the proposed bylaw amendment shall fail.