



NONPROFIT CONNECT® NETWORK. LEARN. GROW.

SECOND AMENDED AND RESTATED BYLAWS

(Revised and adopted – October 10, 2013)

ARTICLE I - NAME AND PRINCIPAL OFFICE

SECTION 1. NAME - The name by which this corporation shall be known – is NONPROFIT CONNECT® NETWORK. LEARN. GROW. (Hereinafter referred to as “NPC”).

SECTION 2. PRINCIPAL OFFICE - The principal office of NPC shall be located in the Kansas City Region.

ARTICLE II – PURPOSES

NPC links the nonprofit community to education, resources and networking so organizations can more effectively achieve their missions. All purposes are to be within the scope of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the “Code”).

ARTICLE III - MEMBERSHIP

SECTION 1. NON-VOTING STATUS OF MEMBERS – members of NPC will not have voting privileges and will not be considered “members” of NPC for purpose of the Missouri Nonprofit Corporation Act.

SECTION 2. MEMBERSHIP – Membership is open to any organization or individual interested in the nonprofit sector who pays the current membership dues. The Board of Directors has the discretion to deny or revoke membership for any members engaged in illegal activities or for whom the IRS has denied or revoked tax-exempt status or for any party whose activities interfere with the purpose of Nonprofit Connect, in the sole judgment of the Board of Directors.

ARTICLE IV - DUES

Dues are charged to members at an annual amount as recommended by the Membership Committee and approved by the Board of Directors. Membership is based on a twelve-month period, with each new member's membership period ending one year from the date they join or renew. Dues are payable by the end of each member's membership period, to be applied to the next year of membership. If a Member does not renew his or her membership by the end of the membership period, the membership will expire.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1. COMPOSITION - The Board of Directors shall consist of no more than twenty-one (21), or less than fifteen (15) (including officers) current active members of NPC. Directors shall be selected to fairly represent the membership and in consideration of a periodic analysis of skills and professions as well as diversity of our community. They shall serve without compensation and they shall be responsible for governance of the organization and conducting the business of NPC including planning and carrying out its programs.

SECTION 2. ELECTION AND TERM OF OFFICE - Directors shall be elected by the Board of Directors and shall serve a term of three years commencing at the beginning of the fiscal year next occurring. Except as otherwise provided, no person may be elected as a director for more than two consecutive three-year terms. Notwithstanding the foregoing, a director will continue to serve as a director for any year that the director has been elected to serve as the President, Vice-President, and/or Past President, even if such board service would cause the director to serve longer than two consecutive three-year terms.

SECTION 3. QUORUM - Fifty percent of the members of the Board of Directors shall constitute a quorum for the transaction of business of the Board of Directors.

SECTION 4. ELECTION OF BOARD MEMBERS - The Nominating Committee shall prepare a slate of nominees for election to the Board of Directors, said slate shall be mailed or emailed to all directors at least two weeks in advance of the annual meeting of the Board of Directors of NPC when the voting will take place.

SECTION 5. AUTHORITY TO TRANSACT - The Board of Directors shall have the authority to enter into contracts or agreements with individuals, unincorporated associations or corporations; to designate a depository or depositories for its funds and securities; to buy or sell securities, real or other property; to require the bonding of officers, employees or agents; to authorize expenditures out of its funds or resources; to borrow funds; to accept gifts, bequests, contributions and dues from individuals, corporations, estates or others; and to transact such other business as shall arise.

SECTION 6. EX OFFICIO MEMBER - Ex officio directors may be added at the discretion of the Board of Directors. Ex-officio directors may attend Board of Directors meetings but do not have voting privileges. The Executive Director will serve as an ex officio member of the Board of Directors.

SECTION 7. MEETINGS OF BOARD MEMBERS - The Board of Directors shall hold at least six (6) meetings from January through December, including an annual meeting, one of the purposes of which is to elect new directors. Call-in meetings may occur and will be conducted in the same manner as an in-person meeting. The same advance notice is required and a call-in number will be provided.

In the case of email voting which is in writing and does not involve a discussion by the board, unanimous written consent via email responses by the participating board of directors is required for action.

Directors are required to physically attend at least two-thirds of the board of directors meetings during a year.

SECTION 8. RESIGNATIONS AND REMOVAL - A director may resign anytime by giving written notice to the Board of Directors. A director may be removed at any time, with or without cause, upon a two-thirds vote of the total Board of Directors.

ARTICLE VI - OFFICERS

SECTION 1. NUMBER AND TITLE - The officers shall consist of a President, a Past-President, a Vice-President, a Secretary and a Treasurer.

SECTION 2. NOMINATION AND ELECTION - The Nominating Committee shall prepare a slate of officers for election to offices of NPC, said slate shall be mailed or emailed to all directors at least two weeks in advance of the director's meeting when the voting takes place. At this meeting, additional officer nominations may be made. The officer nominee(s) presented under this provision will be accepted provided that the individual(s) is/are eligible for nomination in accordance with these bylaws.

SECTION 3. TERMS OF OFFICE AND VACANCIES

- a. Officers shall serve for one year, from January 1 through December 31, or until their respective successors shall have been duly elected and qualified. No officer shall serve more than two consecutive terms in one office. No member may serve more than six consecutive years as an officer. A vacancy among officers other than the President shall be filled by election by the Board of Directors for the balance of the unexpired term. In the case of a permanent vacancy in the office of President, the vice-president will succeed until the next annual meeting.
- b. In addition to the officers, an Executive Director shall be hired by the Board of Directors at the recommendation of the President.
- c. The officers of NPC must be concurrently serving as Directors of NPC and have their membership dues current.

SECTION 4. DUTIES - The duties of the officers shall be as follows:

- a. The president shall be the chief corporate officer of NPC and shall preside at meetings of NPC, the executive committee and the Board of Directors. The president shall be responsible for seeing that the lines of direction given by the members of NPC and the actions of the Board of Directors are carried into effect, and for reporting to the members of the Board of Directors on the conduct and management of the affairs of NPC. The president shall be ex-officio member of all committees established by the Board of Directors, and shall have such other powers and perform such other duties as are assigned by the Board of Directors or prescribed elsewhere in the bylaws.

- b. In the temporary absence or disability of the president, the vice-president and then the other officers, in order of their rank, shall preside at meetings of NPC. They shall have such other powers and perform such other duties as may be assigned by the president.
- c. The secretary shall be responsible for seeing that notices are issued of all meetings of NPC, the executive committee, and the Board of Directors and shall see that minutes of such meetings are kept. The secretary shall be responsible for the custody of corporate books, records, and files, and shall exercise the powers and perform such other duties as may be assigned by the president or Board of Directors.
- d. The treasurer shall be responsible for monitoring the control, receipt and custody of all assets of NPC; monitoring disbursements as authorized by the Board of Directors; reporting receipt, use, and disbursement of all assets of NPC. The treasurer shall exercise the powers and perform such other duties usually incident to the office of treasurer, and shall exercise such other duties as may be assigned by the president or Board of Directors. The treasurer shall be an ex-officio member of the Finance & Audit committee.
- e. The executive director shall be hired by NPC to be the chief executive officer of NPC; shall be responsible for providing advice and assistance to NPC, the Board of Directors, the president and other officers, and the committees; and shall be responsible for administering the total operations of NPC. The executive director shall have such other powers and perform such other duties as may be provided by the Board of Directors through the president. The executive director shall have the authority to employ and release all employed staff in accordance with policies adopted by the Board of Directors.

Section 5. REMOVAL - An officer, including the executive director, may be removed, with or without cause, by a two-thirds vote of the total membership of the Board of Directors.

ARTICLE VII - COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE – The members of the executive committee shall be the President, the Vice-President, the Secretary, the Treasurer, immediate Past President, and Executive Director (ex officio, nonvoting committee member).

SECTION 2. STANDING COMMITTEES AND TASK FORCES

- a. STANDING COMMITTEES – The Standing committees shall be determined by the Board of Directors and shall include an Executive Committee, Finance & Audit Committee, Nominating Committee, Program Committee and Member Services Committee. Other committees may be added by the Board of Directors. If the Board of Directors deems it advisable, the Finance & Audit Committee can be divided into two committees – a Finance Committee and an Audit Committee.

- b. TASK FORCES – Task forces shall be created and approved by the Board of Directors for specific projects and specific time periods.

SECTION 3. COMPOSITION – Each standing committee and taskforce shall consist of a chair and at least one other person appointed by the president and approved by the Board of Directors. Standing committees may include non-board members. Both standing committees and task forces shall report to the Board of Directors.

ARTICLE VIII - ROBERT'S RULES

Except as otherwise provided in the bylaws, all matters, duties, responsibilities and procedures shall be those described and defined in Robert's Rules of Order.

ARTICLE IX - AMENDMENTS

Any proposed amendment, along with the date it is to be voted upon, shall be presented in writing to the Board of Directors at least two weeks prior to the meeting at which it is to be voted upon. An amendment shall require a two-thirds vote of members of the board of directors.

ARTICLE X - PRACTICES

No part of the net earnings of NPC shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that NPC shall be authorized and empowered to pay reasonable compensation for services rendered and to making

payments and distributions in furtherance of the purposes set forth in Article II hereof. NPC shall not attempt to influence legislation. NPC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, NPC shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax as an organization described in Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XI - DISSOLUTION

Upon the dissolution of NPC, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of NPC, dispose of all of the assets of NPC exclusively for the purposes of NPC in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes that shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of NPC is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The foregoing amended and restated bylaws were adopted by the Board of Directors of NPC at a meeting held on September 25, 2013 with 100% approval received by email vote two weeks later on October 9 and 10, 2013 from all Board of Directors.

BRUCE SCOTT, SECRETARY