

**BYLAWS
OF
FLINT HILLS WELLNESS COALITION**

**ARTICLE I
Purpose**

Section 1. Purpose. The purpose of these Bylaws is to provide for the conduct of the internal affairs of the corporation (hereinafter “Coalition”) and to accomplish the purposes of the corporation as set forth in the Articles of Incorporation.

**ARTICLE II
Offices**

Section 1. Principal Office. The principal office for business of the Coalition is hereby located in the City of Manhattan, County of Riley, Kansas.

Section 2. Registered Office. The Coalition, 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. 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, 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.

Section 3. Other Offices. Branch or subordinate offices may at any time be established by the Executive Board at any place or places where the Coalition is qualified to do business.

**ARTICLE III
Membership**

Section 1. Membership. Membership shall be open to any individual, group, corporate entity or governmental body engaged in or having interest in supporting the vision, mission, goals, and objectives of the Coalition. Categories of membership shall include the following sectors: 1) public or private health care agencies and providers, 2) private businesses and employers, 3) government agencies (including educational institutions), 4) elected officials, and 5) citizens. The Board of Directors may, at its discretion, request that members pay dues. Members shall have one vote to cast for the election of persons to the Board and any other matters properly submitted to a vote of the members of the Coalition. Organizational members shall have only one official representative. An alternate may be designated in cases where the official representative is unable to attend meetings. The alternate, if not a proxy for the member, may not vote on issues before the Coalition. The number of members of the Coalition shall be unlimited.

Section 2. Powers of Members. At any annual, regular or special meeting of the Coalition, members may review the actions of the Board through copies of all Board minutes distributed by the Secretary to each voting member following all meetings of the Board. Any member may ask that a Board action reported in the minutes of a Board meeting be put on the agenda of a Coalition meeting for discussion. By majority vote of members present and voting at a meeting, members may refer an item back to the Board for further consideration or may rescind a Board action by two-thirds majority vote of members present. If referred back to the Board, the Board shall consider the matter at its next meeting of the Board. After due consideration, the Board may or may not modify the action. If the Board does not modify its action, the members may not pursue the matter further.

Section 3. Affiliate Members. Affiliate membership is open to nonprofit organizations (as defined in federal Internal Revenue Service regulations) whose participation is deemed to further the vision, mission, goals and objectives of the Coalition and with whom joint partnerships are established. Affiliate members must be approved by the Board, shall not be assessed membership dues and shall have no vote on matters before the Coalition.

Section 4. Conflicts of Interest. All conflicts of interest shall be declared with application for membership and in writing annually thereafter. Members who have or declare a conflict of interest shall not vote on any issue in which the conflict exists and shall make their conflict of interest known to the Board or Coalition at said meeting where the conflict exists.

ARTICLE IV Coalition Meetings

Section 1. Regular Meetings. Regular meetings of the Coalition may be established by a vote of the membership. Regular meetings shall not be scheduled less frequently than quarterly and, by vote of the membership, may be scheduled more frequently. Notice of regular meetings shall be sent to each member, together with a meeting agenda, not less than five (5) days nor more than thirty (30) days before each regular meeting and shall specify the place, day and hour of such meeting.

Section 2. Annual Meeting. The regular meeting in January shall be known as the annual meeting and shall be for the purpose of electing directors, receiving reports of officers and committees and for any other business that may arise.

Section 3. Special Meetings. Special meetings of the members may be called at any time by the Chair or by the Board or by one or more members of the Coalition. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for regular meetings. Notices of special meetings shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be discussed.

Section 4. Quorum. The presence in person of one-third of the members shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at

which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

ARTICLE V Board of Directors

A Board of Directors shall exercise the corporate powers of the Coalition.

Section 1. Number and Qualifications of Directors. There shall be no fewer than five (5) and no more than nine (9) Directors as determined by the majority vote of the Coalition, each to be elected without title. Directors must be members. One of the Directors shall be a representative from the Riley County Health Department and one of the Directors shall be a representative from Riley County Extension.

Section 2. Election and Term of Office. At the regular meeting two months prior to the annual meeting, a Nominating Committee of three (3) members shall be elected by the Coalition membership from a slate submitted by the Chair of the Coalition. The Nominating Committee shall nominate candidates for Directors and for Officers as identified in Article VI, Section 1. The Nominating Committee shall report to the Coalition at the regular meeting one month prior to the annual meeting. At the time of the election at the annual meeting, additional nominations shall be permitted from the floor, providing that the nominee has given consent.

Directors shall be elected at the annual meeting. Election shall be by written ballot, unless there is unanimous agreement to elect by voice vote.

Directors' term of office shall be for two years and each member may serve two consecutive full terms. Board members completing two full terms must remain off the Board for one year before becoming eligible for election to another term.

Section 3. Vacancies. Vacancies on the Board may be filled by a majority vote of the remaining Board members. Each Board member so elected shall hold office until the next annual meeting.

Section 4. Powers. The Board shall have general supervision of the affairs of the Coalition between the business meetings, make recommendations to the Coalition and shall perform such other duties as are specified in these bylaws. Duties not specified in these bylaws shall be addressed in separate policies and procedures recommended by the Board and approved by Coalition members. Minutes of the Board meetings shall be distributed by the Secretary to the Coalition members following all meetings of the Board. The Board shall be subject to the orders of the Coalition, and none of its acts shall conflict with action taken by the Coalition.

Section 5. Attendance. A Board member who misses three consecutive meetings of the Board without notice and/or just reason, shall be removed from the Board for the balance of his/her term through a majority vote of a quorum of the Board.

Section 6. Place of Meeting. Unless otherwise ordered by the Coalition, regular meetings of the Board shall be held each month at a place and time determined by the Board. Special meetings of the Board may be called by the Chair and shall be called upon the written request of three (3) members of the Board.

Section 7. Quorum. A simple majority of the Board members shall be necessary to constitute a quorum for the transaction of business. The members present at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Board members to leave less than a quorum.

ARTICLE VI Officers

Section 1. Officers. The officers of the Coalition shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and the immediate Past Chair.

Section 2. Election and Terms of Office. The officers shall be elected annually by the Board of Directors at its next regular meeting after the annual meeting of the Coalition. Officers must be elected members of the Board of Directors.

The Nominating Committee, as provided in Article V, Section 2, shall nominate candidates for officers. Board members may make additional nominations from the floor at the time of the election of officers.

Each officer shall hold office until he/she resigns or is removed or otherwise disqualified to serve or until a successor is qualified and elected.

ARTICLE VII Committees

Section 1. Finance Committee. A Finance Committee composed on the Treasurer and two other members shall be appointed by the Chair promptly after each annual meeting. It shall be the duty of this Committee to prepare a budget to be submitted to the Coalition at its regular meeting in the month prior to the annual meeting. The Finance Committee may from time to time submit supplements to the budget for the current fiscal year.

Section 2. Standing Committees. The Chair of the Coalition or the Board shall appoint annually such standing committees (or workgroups) as are needed to carry on the regular work of the Coalition. Standing Committees shall meet at least quarterly.

Section 3. Special Committees. The Board may establish, from time to time, as many special committees as are necessary to work on any issue not otherwise properly before a Standing Committee.

The Chair shall be an ex officio member of all committees except the Nominating Committee.

ARTICLE VIII
Parliamentary Authority

Section 1. Parliamentary Authority. The rules contained in the current edition of Robert's Rule of Order Newly Revised shall govern the Coalition in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Coalition may adopt.

ARTICLE IX
Amendment of Bylaws

Section 1. Amendment of Bylaws. These bylaws may be amended at the annual meeting of the Coalition by a two-thirds vote of the Coalition members present and voting provided that the amendment has been submitted in writing at a previous regular meeting.

ARTICLE X
Dissolution

Section 1. Dissolution. Upon the dissolution of this Coalition, the Board shall, after paying or making provision for the payment of all liabilities of the Coalition, dispose of all of the assets of the Coalition exclusively for the purposes of the Coalition, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue law), as the Board shall determine.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting Secretary of FLINT HILLS WELLNESS COALITION, INC., a Kansas not-for-profit corporation; and
- (2) That the foregoing Bylaws, comprising five (5) pages, constitute the Bylaws of said Coalition, as duly adopted at the meeting of the Coalition held on this 14th day of November 2019.

Secretary