



AHS-KC Bylaws

Mo-Kan Educational Partners, doing business as AHS-KC, is organized in accordance with the Nonprofit Corporation Law of Missouri, as amended. The organization has not been formed for the making of any profit or for personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. The organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

Article I. Corporation Meetings

§1.01 Regular Meeting

- (a) A regular meeting of the corporation shall be held once each calendar year for the purpose of electing directors to the board and transacting any other business the board deems appropriate;**
- (b) The annual meeting of the corporation shall take place at a time and location designated by the board of directors.**

§1.02 Special Meeting

- (a) **Special meetings of the corporation may be held at the discretion of the board.**

§1.03 Notice

- (a) **Written notice of all meetings, regular or special, shall be provided under this section or as required by governing law. Notice shall be sent at least 10 days prior to the email address of record for each director of record, stating the date, hour, location, and purpose of the meeting.**
- (b) **Notice shall be deemed effective upon successful submission of the email to the outgoing mail server, unless subsequently returned as undeliverable.**

§1.04 Place of Meeting

- (a) **Meetings shall be held at the corporation's principle place of business, if applicable, or at a location designated by the board of directors.**

Article II. Directors

§2.01 Number of Directors

- (a) **The board of directors shall consist of no less than 3 directors, and may consist of up to 6 directors.**
- (b) **Directors shall designated as:**
 - (i) *Education Director (1 Director)*
 - (ii) *Programs Director (1 Director)*
 - (iii) *Financial Director (1 Director)*
 - (iv) *Supporting Director (0 – 3 Directors)*
- (c) **The Education Director shall be responsible for ensuring the overall educational mission of the organization, including but not limited to proposing, organizing, and facilitating educational opportunities in coordination with the operating committee, associate membership, guests, and in partnership with external organizations.**

- (d) The Programs Director shall be responsible for guiding the development of specific programs within the organization, including, but not limited to, proposing, organizing, and facilitating member events, volunteer programs, and community outreach efforts.**
- (e) The Financial Director shall be responsible for managing the solvency and financial health of the organization, in concert with the Treasurer of the Operating Committee, including, but not limited to, proposing, organizing, and facilitating fundraising activities, merchandising, and special events, and for maintaining documentation and records pertaining to the financial interests of the organization as required by law and/or as designated within the bylaws.**
- (f) Supporting Directors shall be responsible for assisting with the responsibilities of the Education, Programs, and Financial Directors.**
- (g) All directors shall be jointly responsible for ensuring the operational ability of the organization in accordance with the law and with the bylaws.**
- (h) All directors shall be jointly responsible for amending, updating, revising, and deprecating bylaws and policies on behalf of the organization.**

§2.02 Elections

- (a) Each director shall be elected by a representative assembly of the associate membership, as defined within the bylaws.**
- (b) Elections shall be held annually, and shall be open for a period of 30 days prior to the annual meeting of the board.**

§2.03 Term of Office

- (a) Each director shall serve a term of 2 years upon election to the board.**
- (b) Terms shall be offset by one year for every other ordinal director, so that a number of directors between one half and two thirds of the directorship shall remain in office for two election cycles per term. Ordinality of directorships shall be initially determined by percentage of votes obtained by each director from the election of the board of directors by representative assembly, and shall be persistent for contiguous terms subsequently served by that director.**

§2.04 Delegation of Voting Right

- (a) The board of directors shall delegate their collective voting right to a representative assembly of the associate membership, as defined within the bylaws, for all voting activities pertaining to the election of directors to the board.**
- (b) The board of directors shall delegate their collective voting right to a representative assembly of the associate membership, as defined within the bylaws, for any designated voting activity specifically proscribed by the bylaws.**
- (c) The board of directors shall delegate their collective voting right to an operating committee of officers, as defined within the bylaws, for any other voting activity specifically proscribed by the bylaws.**
- (d) The board of directors shall exercise their voting rights individually without delegates in all other circumstances, except as required by law or as proscribed by the bylaws.**

§2.05 Quorum, Simple Majority, Unanimity

- (a) A majority of the board of directors shall constitute a quorum.**
- (b) A majority of a quorum of the board of directors shall constitute a simple majority.**
- (c) The entire board of directors shall constitute a unanimity.**

§2.06 Adverse Interest

- (a) In the determination of a quorum, majority, or unanimity of directors, the disclosed adverse interest of a director shall not disqualify the director or invalidate that director's vote, except where specified within these bylaws.**

§2.07 Board Meetings

- (a) The board of directors shall meet:**
 - (i) Within 30 days of the closure any election, for the purpose of inducting new directors and/or officers.***
 - (ii) At the request of 2 or more directors, within 5 days of written notice.***

- (iii) At the request of the President, Secretary, or Treasurer of the Operating Committee, within 5 days of written notice.*
- (iv) In the event of an emergency or catastrophe, within 48 hours of discovery.*

§2.08 General Procedure

- (a) The vote of a simple majority of directors shall be the decision and/or action of the board of directors, unless otherwise specified within the bylaws or as required by law.**
- (b) A director in attendance at any board meeting shall be presumed to have assented to any action taken by the board unless their dissent is shall be entered into the minutes of the meeting.**
- (c) Meeting minutes shall be recorded for all board meetings, and the recordings and written transcripts of those recordings retained and archived for 7 years.**
- (d) Any action the board is empowered to take occurring outside of a board meeting shall be valid if and only if unanimous consent of the board is documented in email or writing.**

§2.09 Removal / Vacancy

- (a) Any director is subject to removal, with or without cause, at a meeting called for that purpose.**
- (b) The removal of a director by the board of directors requires a majority of all other directors; a quorum is insufficient for this purpose.**
- (c) Any vacancy that occurs on the board of directors may be filled by appointment by the remaining board of directors; a director appointed to fill a vacancy shall serve out the remainder of the term of the director he or she replaced, or until a special election is held for that purpose at the discretion of the board.**

§2.10 Committees

- (a) The board of directors shall establish an operating committee and appoint officers thereto, pursuant to Article III of the bylaws.**

- (b) To the extent permitted by law, the board of directors may appoint from its membership or from the associate membership any other committee or committees, temporary or permanent, and designate the authority, purpose, powers, duties, and responsibilities thereof.**
- (c) Committees created by the board of directors, other than the operating committee, may be dissolved at any time at the discretion of the board of directors.**
- (d) Any director may, at their discretion, attend all committee meetings wherein there is no immediate conflict of interest.**

Article III. Operating Committee

§3.01 Composure & Scope

- (a) The operating committee shall consist of the board of directors and a number of additional officers defined by the bylaws.**
- (b) The operating committee shall act in the interests of the organization and the associate membership on behalf of the board of directors.**
- (c) The operating committee shall attend to the routine affairs of the organization, including, but not limited to:**
 - (i) Organizing and executing events and functions.***
 - (ii) Identifying, vetting, approving, and selecting presenters, vendors, volunteers, and venues for events and functions.***
 - (iii) Managing financial relationships, assets, contracts, and other agreements pertaining to securing presenters, vendors, venues, materials, assets, and equipment as needed to facilitate events and functions.***
- (d) The operating committee shall defer to the board of directors for all other matters.**

§3.02 Number of Officers

- (a) In addition to the board of directors, the operating committee shall consist of the following officers:**

- (i) A President, responsible for organizing and leading the operating committee, and serving as the chief executive officer of the organization. The president of the operating committee shall be a director of the board, and shall act as the executive director of the board.*
- (ii) A Vice President, responsible for assisting in the organization of the operating committee, and serving as the chief operations officer of the organization. In the absence of the President, the Vice President shall serve in all capacities as the President of the operating committee and executive director of the board.*
- (iii) A Treasurer, responsible for managing the finances of the corporation and conducting financial affairs at the direction of and as authorized by the board of directors, and serving as the chief financial officer of the organization.*
- (iv) A Secretary, responsible for maintaining and certifying all records, minutes, and archives of the organization, and for providing notice to and on behalf of the board, operating committee, and associate membership of all meetings.*
- (v) A Sergeant, responsible for ensuring order and safety at all organizational meetings, events, and functions, maintaining custody of any physical assets not assigned to others, facilitating conflict resolution and camaraderie within the organization, and providing direction to internal and external security personnel at events and functions as needed.*
- (vi) A Liaison, responsible for communications on behalf of the organization, including, but not limited to, official emails and letters, social media, and web presence, fostering an open dialogue between the organization and other peer groups, and acting as an advocate for associate members, delegates, guests, prospective members, vendors, and partners.*

§3.03 Appointment of Officers

- (a) Each additional officer shall be appointed by the board of directors from a list of additional candidates ratified by a representative assembly of the associate membership.**
- (b) Ratification of candidates for additional operating committee offices shall coincide with the election of the board of directors, and appointments shall occur within 7 days following.**

§3.04 Term of Office

- (a) Each additional officer shall serve for a term of 1 year.**
- (b) Officers who are also directors shall serve in those capacities concurrently.**

§3.05 Operational Meetings

- (a) The operating committee shall hold regular meetings to attend to the affairs of the organization.**
- (b) Regular meetings of the operating committee shall be held in a manner which facilitates participation in and observation by the associate membership.**
- (c) The operating committee may, at their discretion, hold irregular meetings, including special and emergency meetings, in general or executive session.**
- (d) The operating committee may, at their discretion, enter into executive session at any regular or irregular meeting, removing from observance and participation non-officers of the associate membership for the duration of the executive session.**
- (e) All meetings of the operating committee, regular or irregular, including special and emergency meetings, in general session or executive session, shall remain open to the board of directors.**

§3.06 General Procedure

- (a) The president and executive director shall abstain from voting except to break a tie or when required to vote in order to provide a quorum.**
- (b) The vote of a simple majority of directors and officers shall be the decision and/or action of the operating committee, unless otherwise specified within the bylaws or as required by law.**
- (c) A director or officer in attendance at any meeting shall be presumed to have assented to any action taken by the operating committee unless their dissent is entered into the minutes of the meeting.**
- (d) Meeting minutes shall be recorded for all operating committee meetings, and the recordings and written transcripts of those recordings retained and archived for 7 years.**

- (e) **Any action the operating committee is empowered to take occurring outside of a meeting shall be valid if and only if unanimous consent of the operating committee is documented in email or writing.**

§3.07 Removal / Vacancy

- (a) **Any officer is subject to removal, with or without cause, at a meeting called for that purpose.**
- (b) **The removal of an officer by the board of directors requires a simple majority vote of the board of directors.**
- (c) **Any vacancy that occurs on operating committee may be filled by appointment by the board of directors; an officer appointed to fill a vacancy shall serve out the remainder of the term of the officer he or she replaced, or until a special election is held for that purpose at the discretion of the board.**

Article IV. Membership

§4.01 Class of Membership

- (a) **The following classes of membership shall be recognized by the organization:**

- (i) *Corporate Members*

- 1) Directors of the Board
 - 2) Self-Designated Corporate Members

- (ii) *Associate Members*

- 1) Probationary Members
 - 2) Endowment Members
 - 3) Honored Members

§4.02 Corporate Members

- (a) For purpose of all applicable law, the current directors of the board shall be corporate members for the duration of their term of office.**
- (b) For purposes of all applicable law, any associate members who have submitted a self-designation of corporate membership form to the organization shall upon acceptance of said form become corporate members.**
- (c) Corporate members shall retain any other associate membership status for which they qualify.**
- (d) Corporate members are the only “members of the corporation” as defined by Missouri CSR 355.066.(21).**

§4.03 Associate Members

- (a) Any person may apply to become an associate member of the organization by meeting the membership qualifications articulated in the bylaws.**
- (b) Any person applying to become an associate member shall, upon acceptance of their application, become a probationary member and remain such for 90 days from the date of the acceptance of their application, after which time their probationary membership converts to an associate membership.**
- (c) All associate members who have completed their probationary period successfully shall become delegates as defined by Missouri CSR 355.066.(7) to the extent permitted by law and in accordance to the bylaws, for such time as their associate membership status is maintained.**
- (d) Any associate member may, at their own discretion, become an endowment member for one year by contributing a minimum annual financial endowment to the organization; endowment membership status may be continued annually.**
- (e) Any associate member may, at their own discretion, become a self-designated corporate member for the duration of their membership by submitting a form provided by the organization for that purpose. Upon acceptance of this form by the board of directors, a self-designated corporate member becomes a corporate member as defined in the bylaws, and thereby a member of the corporation as defined by Missouri CSR 355.066.(21).**
- (f) The board of directors may, at its discretion, vote to confer the distinction of honored member upon any associate member who meets all of the following qualifications:**

- (i) Has been an associate member of the organization and/or member of a previous incarnation of the organization commonly known as “AHS” for at least five years*
- (ii) Has been suggested for this distinction by the one or more associate members, and has been approved for this distinction by the operating committee*
- (iii) Has made a substantial and noteworthy contribution to the organization or to our community*

§4.04 Representative Assembly

- (a) All associate members, who are not presently under suspension or administrative discipline by the organization, shall be entitled to participate in a representative assembly to act as delegates for the board of directors in a manner consistent with the bylaws.**
- (b) Participation in the representative assembly shall not be construed to impart any other rights or privileges.**

§4.05 Non-Voting Members & Guests

- (a) Probationary members and guests of the organization, including but not limited to non-member attendees of community events and social events sponsored by or provided in part or in whole by the organization, and non-member vendors, contractors, and speakers, shall not be considered delegates.**

§4.06 Membership Requirements

- (a) The following requirements shall be used to qualify associate membership in the organization:**
 - (i) The applicant is 19 years of age upon application for membership, as verified by an officer or director of the organization upon submission of a membership application; for purposes of verification the presentation of a state identification document or driver’s license or a passport to the officer or director shall be accepted*
 - (ii) Successful submission of an application for membership to an officer or director of the organization*

- (iii) Completion of a conduct agreement and waiver signature form, signed and dated by the applicant, countersigned by a witnessing officer or director of the organization*
- (iv) Payment of any initial dues required by the bylaws*
- (v) Applications are subject to approval by the board of directors at their sole discretion.*

§4.07 Membership Agreement

- (a) All members of the organization of any classification shall be bound by a membership agreement, which includes a conduct agreement and waiver applicable to any organization event attended; the successful completion of a membership application shall constitute signature and acceptance of the membership agreement.**
- (b) All other persons shall be required to sign a conduct agreement and waiver signature form to attend any even other than designated social and community events.**
- (c) The membership agreement, conduct agreement, waiver, and signature form shall be made freely and publically available digitally; the membership agreement and signature form shall also be made available physically.**
- (d) The operating committee and board of directors reserve the right to reject any membership application for any reason, or without reason, in accordance to the bylaws and except as prohibited by law.**

§4.08 Transfer of Membership & Status

- (a) Associate membership is non-transferable.**
- (b) Corporate membership is transferable only between directors, and only in accordance with the bylaws.**
- (c) Membership status in other organizations, including but not limited to membership in prior incarnations of “AHS” or any variation thereof, shall not be construed as de facto associate membership in the organization.**

§4.09 Termination of Membership

- (a) Associate membership may be terminated at any time, with or without cause, by a majority vote of the board of directors.
- (b) Corporate membership may be terminated in accordance with Missouri CSR 355.211.
- (c) The terms of termination, including but not limited to the duration thereof and any cause to which the revocation is attributed, shall be determined at the time of termination and entered into record at the minutes of the next board meeting.
- (d) The terms of any termination as agreed to by the board shall be binding in perpetuity, unless overturned by a unanimous decision of the board, or as provided by applicable law under which the corporation is governed.

Article V. Policies & Procedures

§5.01 Standards of Conduct

- (a) All members of the organization, regardless of classification, and all guests of the organization shall be bound by the standards of conduct articulated within the AHS Conduct Agreement.
- (b) Failure of members to adhere to the standards of conduct of the organization as defined within the bylaws shall result in administrative disciplinary action at the discretion of the board, including but not limited to restriction of benefits, access to assets, attendance of events, and suspension or termination of membership.
- (c) The following behaviors, actions, and activities are explicitly prohibited:
 - (i) *Disclosure of another member's personal information*
 - (ii) *Falsification of application or waiver information*
 - (iii) *Violation of a member agreement or waiver*
 - (iv) *Willful action to the detriment of the organization*
- (d) All directors and officers of the organization shall conduct themselves in an ethical matter at all times, and are explicitly prohibited from the following:
 - (i) *Utilizing organization resources, material or otherwise, for personal gain, whether pecuniary or otherwise.*

- (ii) Exercising the authority of office or position in a manner which creates or allows to be created a conflict of interest.*
- (iii) Failure to voluntarily recuse oneself from actions or deliberations in which participation creates or allows to be created a conflict of interest.*
- (iv) The acceptance of any personal gift or hospitality valued in excess of \$50.00, or the value of which cannot be ascertained prior to acceptance.*
- (e) Violation of the standards of conduct articulated within the bylaws by any officer or director of the organization shall be grounds for removal from office, in addition to any other penalties.**

§5.02 Educational Events

- (a) The organization shall endeavor to provide educational opportunities to the associate membership and to the community.**
- (b) A calendar of educational opportunities provided by the organization shall be published digitally and made available publically.**

§5.03 Members Only Events

- (a) The organization shall, at the discretion of the operating committee, hold events limited to associate members of the organization and any vendors, speakers, or guests required to facilitate the event.**

§5.04 Fundraising

- (a) The organization shall hold events for the purpose of fundraising, the proceeds from which shall be used to further the goals of the organization in accordance with the bylaws.**
- (b) The organization shall hold events for the purpose of fundraising on behalf of other organizations at the discretion of the board, or where required by contractual obligation of the organization, in accordance with the bylaws and to the extent permitted by law.**

§5.05 Community Events

- (a) The organization may participate in and/or hold other events for the purpose of interacting with the community.**

§5.06 Social Events

- (a) The organization shall hold regular social events and functions for the purpose of encouraging membership interaction and socialization.**
- (b) Social events include, but are not limited to:**
 - (i) Parties and functions held after or before educational events*
 - (ii) Public or semi-public social gatherings*

§5.07 Donations

- (a) The organization shall accept donations from members and non-members; donations may be financial or material in nature, and shall become upon transfer funds or assets of the organization.**
- (b) The board of directors may, at their discretion, accept donations of services on behalf of the organization.**
- (c) The organization shall accept any financial donation of \$50.00 or more by an associate member of the organization as qualification for endowment membership status for a period of 12 months following said donation.**

§5.08 Dues & Fees

- (a) The organization shall assess dues in the amount of \$10.00 per member, payable annually to the organization and entitling the member to a \$5.00 discount on event fees.**
- (b) The organization shall consider previous payment of dues and administrative fees to another incarnation of the organization as dues paid to the organization, and apply them accordingly for any member who maintains their membership.**
- (c) The organization shall assess reasonable fees for attendance of events and functions.**

- (d) The organization shall waive an additional \$5.00 in fees for attendance of events and functions for all current endowment members and for all honored members.**
- (e) The organization may waive or discount, at the discretion of the operating committee, any amount of additional fees for attendance of events and functions for all honored members, directors, and officers.**
- (f) Payment of dues and/or fees shall not be construed to confer any additional rights or privileges.**

§5.09 Publications & Media

- (a) The organization shall maintain an internet presence which includes the following minimum features:**
 - (i) An internet forum restricted to members of all classifications of the organization for use and perusal.*
 - (ii) An organizational website which hosts publically available information.*
 - (iii) Links to internal and external resources.*
 - (iv) A calendar of events.*
- (b) The organization shall maintain a social media presence.**
- (c) The organization shall produce a newsletter in digital form, distributable to and accessible by all associate members, to be published not less frequently than once per quarter.**
- (d) The organization may produce other regular or irregular publications, to be made available to the associate membership or to the public, for a fee or at no cost, at the discretion of the board of directors, to the extent permitted by law and in accordance with bylaws.**
- (e) The organization shall produce and maintain forms and documents including but not limited to a membership application, a corporate membership self-designation form, a waiver, and a conduct agreement.**

§5.10 Merchandising

- (a) **The organization may, at the discretion of the board, produce merchandise incorporating the brand, device, or other representation of the organization, for purposes of revenue and/or to the benefit of the associate membership.**
- (b) **The organization retains all exclusive rights to all devices, logos, brands, slogans, or other representations of the organization.**

§5.11 Grievances

- (a) **Any grievances brought against an individual associate member of the organization, who is not an officer or director, shall be initially conveyed to the sergeant of the operating committee, either in person or via email at their official email address; the sergeant shall then gather information regarding the grievance, including any allegations of wrongdoing, and bring the matter before the operating committee.**
- (b) **Any grievances brought against an officer or director of the organization shall be initially conveyed to the board of directors directly; any officers or directors involved with the grievance directly shall recuse themselves from participating in any investigation or discussion of the grievance by the board.**
- (c) **The board of directors shall convene to discuss findings and deliberate the grievance, and shall contact parties involved and allow those parties to provide a statement, in writing or in person at the discretion of the board.**
- (d) **If the resolution of the grievance requires action by the board of directors, the board will render judgment accordingly. In the event that the board of directors cannot provide a quorum, majority, or unanimity of directors due to the recusal of one or more directors, the remaining directors who have not recused themselves will appoint, in order of preference, the vice president, sergeant, or any other operating committee officers who are not themselves directors, to act in the stead of any recused directors, until a quorum is established and action can be taken.**
- (e) **The decision of the board of directors and/or any officers acting as agents of the board in this capacity shall be deemed final.**

Article VI. Amendment & Interpretation

§6.01 Amendment

- (a) **The bylaws may be amended, altered, or repealed, by a simple majority vote of the board of directors.**

§6.02 Interpretation

- (a) **The board of directors shall be the sole interpreter of the bylaws.**

Article VII. Indemnification

§7.01 Indemnification of Directors and Officers

- (a) **Any director or officer who is involved in litigation by reason of his or her position as a director, officer, or associate member of the this organization shall be indemnified and held harmless by the organization to the fullest extend authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendments permits the organization to provide broader indemnification rights).**

Article VIII. Dissolution

§8.01 Dissolution of the Organization

- (a) **The organization may be dissolved only with the authorization of the board of directors given at a special meeting called for that purpose, and with the subsequent approval by a 2/3 majority of the representative assembly.**
- (b) **In the event of dissolution, the assets shall be applied and distributed as follows:**
 - (i) *All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provisions shall be made therefore.*
 - (ii) *Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to a charitable and educational organization, organized under §501(c) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to the organization, as determined by the board of directors.*