

AMERICAN CIVIL LIBERTIES UNION
OF KANSAS

BYLAWS

Effective as of ~~December 4, 2020~~ _____, 2023. (Revision as of 2/13/23)

SECTION I: AFFILIATE IN GENERAL

A. **NAME.** This organization shall be known as the American Civil Liberties Union of Kansas (the "Affiliate").

B. **PURPOSES.** The purposes of the Affiliate shall be to maintain and advance civil liberties, including the freedom of association, press, religion and speech and the rights to due process of law and to equal protection of the laws for all people within its jurisdiction and through all legitimate and appropriate means. The Affiliate's objectives shall be sought wholly without political partisanship.

C. **AFFILIATION.** The American Civil Liberties Union of Kansas shall be the affiliate of the American Civil Liberties Union ("ACLU") in this geographic area.

D. **JURISDICTION.** The geographical jurisdiction of the Affiliate will be the entire State of Kansas.

~~E. **EQUITY AND INCLUSION.** The Affiliate Board shall have an Equity and Inclusion policy that covers various aspects of election, appointment and hiring procedures and that includes the appointment of an Equity and Inclusion Officer.~~[Moved to Governance section].

SECTION II: MEMBERSHIP AND DUES

A. **ELIGIBILITY.** All ACLU members ~~within the geographical jurisdiction of the Affiliate~~ *residing in Kansas* shall automatically be members of the Affiliate and shall be eligible for full participation in all Affiliate activities, including service on Affiliate committees and election as Affiliate officers or directors. *Membership is established by paying annual dues.*

B. ~~**TYPES OF MEMBERSHIP AND DUES.**~~ The types of memberships and corresponding dues shall be determined from time to time by ACLU. All members shall have the same rights and obligations within the Affiliate and within task forces, regardless of amount of dues paid.

CLASSES OF MEMBERSHIP.

1. Voting Members. *A Voting Member is a member who is serving on the Affiliate's Board of Directors (the "Board"). A Voting Member has all privileges of membership and is entitled to one vote on any matter requiring a vote.*

2. General Members. *A General Member is a member other than a Voting Member. A General Member has all the privileges of membership but is not entitled to vote.*

C. DUES SHARING. Annual dues and any contributions shall be shared with the ACLU as determined by the rules governing the Affiliate and ACLU relationship.

D. MEMBERSHIP LIST. The use of the Affiliate's membership or mailing list must be approved by the Affiliate Board.

SECTION III: ~~TASK FORCES AND FIELD ACTIVITIES~~

~~**A. CREATION.** The Executive Director shall have the authority to create volunteer based organizations called "task forces" designed to implement the strategic plan of the Affiliate using volunteers in field activities. A task force may be created or dissolved by the Executive Director to carry on specific activities, address specific situations or pursue any aim that furthers the purpose of the Affiliate including but not limited to local pressing issues identified by the local members and communities/members. The length of service of each task force may be defined at the inception of the task force or left undefined.~~

~~**B. JURISDICTION, MEMBERSHIP AND MEETINGS.** The jurisdiction of each task force shall be determined by the Executive Director after consultation with the task force.~~

~~**C. EQUITY AND INCLUSION.** Task forces shall comply with the Affiliate's Equity and Inclusion Policy.~~

~~**D. LIAISON.** Each task force is encouraged to send a representative to meetings of the Affiliate Board of Directors. Such a representative shall not be a member of the Affiliate Board of Directors, however, but shall serve as a liaison between the Affiliate Board and the task force.~~

~~**E. TASK FORCE STRUCTURE.** Each task force shall have a chair approved by the Executive Director. Each chairperson will regularly report to the Executive Director regarding task force activities. The Executive Director shall~~

~~present a written summary of such task force reports to the Board of Directors at each regular Board Meeting.~~

~~**F. TASK FORCE MEETINGS.** A task force needs to conduct only such meetings as are deemed necessary by the task force chair.~~

~~**G. FINANCES.** Requests for funds needed to further the work of the task force must be made in writing to the Affiliate Executive Director in time to be considered in the Affiliate's regular budget process. Funds raised by the task force must be deposited in Affiliate accounts.~~

SECTION IV: ——— AFFILIATE GOVERNANCE AND ELECTIONS

A. BOARD OF DIRECTORS.

1. **Duties.** The property and activities of the ~~Affiliate corporation~~ shall be ~~controlled~~ **overseen** and managed by the **Affiliate Board of Directors** (~~“Board.”~~) ~~of Directors.~~ The ~~Board of Directors~~ shall have and is vested with all and unlimited powers and authorities, except as may be expressly limited by law, the Articles of Incorporation or these Bylaws, to do or cause to be done any and all lawful acts and things for and on behalf of the Affiliate, to exercise or cause to be exercised any or all of its powers and privileges and to seek the effectuation of its objects and purposes.

2. **Composition.** The ~~Board of Directors~~ shall be composed of no more than eighteen ~~D~~irectors selected from among the Affiliate membership. No person who is a paid employee of the Affiliate shall be a member of the ~~Board of Directors.~~ Each member of the ~~Board of Directors~~ shall be a current member of the ACLU **Affiliate** while serving as a director. Each director shall be provided with a copy of the board member job description approved by the Board and shall agree to abide by its terms.

3. Election and Terms.

a) ~~Each Board member shall be elected for a three year term and shall be eligible to serve only two consecutive full terms, except that a director who, in the second year of such director’s term, is elected President may serve until the term as President expires.~~

Each Director shall be elected for a three-year term. No elected Director may serve more than three consecutive three year terms, without a break in service of at least one year. Notwithstanding the foregoing, a Director serving as an Officer officer or as the National Board Representative may continue to serve as a Director until the expiration of his or her term as such Officer, r or National Board Representative. In order to maintain continuity in the leadership of the affiliate, Directors Board members existing at the time of the adoption of these Bylaws are all deemed to have been elected in compliance with this provision.

To the extent possible, approximately one-third of all ~~Directors~~**board members** shall be elected each year.

4. **Absences from Board Meetings.** An unexcused absence by a ~~D~~irector from any two ~~B~~oard meetings during any 12-month period shall be

considered a resignation. A Director may arrange for an excused absence by contacting the Board President or Executive Director in advance of the meeting or, in the case of an absence due to a business or personal emergency, within a reasonable period of time after the meeting.

5. **Board Member Vacancies.** In case of a vacancy in a Directorship because of resignation or disqualification or for any other reason, the Affiliate Board may elect, by the affirmative vote of a majority of the members on the Board, someone to fill the vacancy for the remainder of the term. Nominations to fill vacancies shall be made by the nominating Governance Committee or the Executive Committee or both. ~~If the unexpired portion of a term is two years or less when the director filling the vacancy is elected, Such~~ Such director shall be eligible to serve two full additional three-year terms.

6. **Emeritus Status.** *The Board may by election bestow the title of Advisor Emeritus/a on a departing or former Director in recognition of service to the Affiliate. Such Advisors Emeriti/ae shall be invited to all Board meetings and functions. They may participate in Board discussions and deliberations, but will not be entitled to vote, and their presence will not count toward a quorum. This election shall be for a period of one year which may be renewed by the Board at its discretion.*

7. **Ex Officio Status.** *In the event, the Director term of the outgoing President or National Board Representative expires in the same year ~~when~~as their term of office expires, such individuals shall become Advisors ex officio, and shall be invited to all Board meetings and functions. They may participate in Board discussions and deliberations but will not be entitled to vote and their presence will not count toward a quorum. A past President or National Board Representative who is otherwise a duly elected Director, however, may vote and the presence of that person does count toward a quorum. This appointment shall be for a period of one year which may be renewed by the Board at its discretion.*

B. Board Meetings; Quorum; Board Actions.

1. Annual, Regular and Special Meetings.

a. **Annual Meeting.** An annual meeting of the Affiliate Board of ~~a. Directors~~ Directors may be held in March of each year, with the day determined by the President, or on a date in such other month as is determined by the Board of Directors. The purpose of the annual meeting shall be to ~~elect approve~~ elect approve candidates to be presented for election to the Affiliate membership for ~~to~~ positions on the Board and to transact such other

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business as may come before the meeting.

- b. **Regular Meetings.** Regular meetings of the ~~Affiliate~~ Board shall be held at least once each quarter at such time and place as the Board shall determine or, if no determination is made, as the President shall determine (the annual meeting shall be considered a regular meeting for purposes of this requirement).
 - c. **Special Meetings.** Special meetings of the Board may be called, and may only be called, by or at the request of the Board President or any three directors; such meetings shall be held at such time and place as may be designated in the notice of the meeting.
 2. **Quorum; Action of Board.** One-third (1/3) of the members of the Board of Directors, at least one of whom shall be an officer, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless a greater number as to any particular matter is required by law, the Articles of Incorporation, or these Bylaws. The affirmative vote of a majority of the ~~D~~irectors present at any meeting of the Board ~~of Directors~~ shall be the act of the Board ~~of Directors~~ if a quorum is present when the vote is taken, except as may be otherwise specifically provided by law, the Articles of Incorporation, or these Bylaws.
 3. **Action without a Meeting.** Any action which is required ~~to be~~ or which may be taken at a meeting of the Board ~~of Directors~~ may be taken without a meeting if two-thirds of the members of the Board ~~of Directors~~ take such action and, to evidence such action, sign a written consent (which may be signed in two or more counterparts) that describes the action taken. Each such consent shall have the same force and effect as a vote of the ~~D~~irectors at a meeting of the Board ~~of Directors~~ duly held and may be stated as such in any document executed on behalf of the corporation. Directors may sign such a Statement of Consent manually or by e-mail or other form of electronic communication that can be printed or otherwise reproduced or recorded. The Secretary shall file such consents or a record of such consents with the minutes of meetings of the Board ~~of Directors~~. **All Voting Members must be invited to participate in the same manner and at the same time.**
 4. **Meetings by Telecommunications Equipment.** Unless otherwise provided in the Articles of Incorporation, any or all members of the Board ~~of Directors~~ may participate in any meeting of the Board ~~of Directors~~ by means of conference telephone or other communications equipment whereby all persons participating in the meeting can hear or otherwise communicate with each other. A ~~D~~irector who participates in a meeting in this manner shall be deemed to be present in person at the meeting.

5. **Open Meetings.** All meetings of the ~~Affiliate~~ Board shall be open to all Affiliate members, who may participate but may not vote. However, the Board may adjourn into executive session whenever the officer or other person running a meeting deems it necessary to close the meeting to consider confidential matters, including contract negotiations and personnel issues.

C. **Nominations and Elections.**

1. **Nomination by ~~Nominating~~ Governance Committee.** The ~~nominating Governance C~~ommittee shall institute such nominating procedures as it deems appropriate, ~~including soliciting applications and making inquiries for any open officer and Board positions, reviewing applications and making inquiries for any open officer and Board positions, reviewing applications and screening appropriate applicants to fill upcoming open~~ Director positions. The committee shall make its recommendations as to ~~Officer and DirectorBoard~~ positions based on the affirmative vote of ~~at least three (3)~~ a majority of the members of the committee; the committee shall make its recommendations to the ~~Affiliate~~ Board at least three (3) days before the annual meeting of the Board. The committee may nominate more than one candidate for each position to be filled and shall make reasonable efforts to nominate candidates from each congressional district.
2. **~~Nominations from Membership.~~** Any ~~15 members of the Affiliate may nominate in writing, at any time before ballots are mailed or otherwise delivered to the membership, a candidate for any vacant position on the Board, and each such nominee must be included on the ballot if such nominee meets the qualifications set forth in Section IV(A)(2) above, such nomination is accompanied by biographical information and the nominee has been provided with a copy of the board member job description approved by the Board and has agreed to abide by its terms.~~
3. **~~Voting on and Election of Directors.~~** Voting on ~~Director Board~~ positions shall be by ballot by the then current membership of the Affiliate ~~Voting Members~~, with the ballots and accompanying materials on the candidates mailed, electronically transmitted or otherwise delivered to the current membership of the Affiliate after the annual meeting of the Board and no later than three weeks prior to the deadline set for the return of the ballots. Except as provided in Section IV(A)(5) above with respect to vacancies, ~~eCandidatesCandidates~~ for ~~DirectorBoard~~ positions shall be elected by the affirmative vote of a majority of the votes received by the Affiliate from the Affiliate membership ~~of the Voting Members~~.

43. **Nomination Election and Election of Officers.** The **Governance nominating Committee** shall present its slate of **Officers** to the Board ~~of Directors~~ at the first meeting of the Board duly held after the election of new **Directors** or such other date as is chosen by the Board; any **Director** may also make a nomination from the floor. Candidates shall be elected by the affirmative vote of a majority of the entire Board. If any office becomes vacant for any reason, the **Governance nominating Committee** may nominate one or more persons to fill the vacancy for the remainder of the term at any Board meeting; a candidate shall be elected by the affirmative vote of a majority of the entire Board.

54. **Taking Term of Office.** The term of office for each **Director** and **Officer** shall begin upon election **or appointment on the date of the first meeting of the fiscal year after election** (or, in the case of a person filling a vacancy, the ~~first meeting after election~~) or such other date as is chosen by the Board. The term of each **Director** and **Officer** shall continue until the expiration of the term for which such person was elected, and such person's successor is elected, unless such person resigns, is disqualified or is removed from office.

D. OFFICERS AND EXECUTIVE COMMITTEE.

1. **Elected Officers.** The Board ~~of Directors~~ shall elect from among members of the Board a President, one or more Vice-Presidents, a Secretary ~~and a Treasurer;~~ **and an Affiliate National Board Representative;** if the Board of Directors so determines, the Board may also elect, from the members of the Board or from the membership, one or more Assistant Secretaries and Assistant Treasurers. All terms of office **for elected Officers, with the exception of the Affiliate National Board Representative,** shall be two years unless the Board determines otherwise, with a maximum of three (3) two-year officer terms in one or a combination of officer positions.

a) **President.** The President shall have such general authority, powers and duties as are usually vested in the office of the president of a board of directors and shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board ~~of Directors~~. The President shall preside at all meetings of the membership and of the Board ~~of Directors~~ and may execute all promissory notes, contracts and other instruments for and in the name of the Affiliate.

b) **Vice President.** The Vice President **should be engaged to the fullest extent possible in the duties and responsibilities of the President.** The Vice

President shall, in the event of the absence, death, disability, or inability to act of the President, perform the duties and exercise the authority and powers of the President and shall have such other authority and powers and perform such other duties as the Board~~-of Directors~~ may from time to time prescribe.

c) Secretary. The Secretary shall have the general authority, powers, duties, and responsibilities of a secretary of a corporation. The Secretary shall attend meetings of the Board~~-of Directors~~ and record or cause to be recorded and shall maintain the minutes of all meetings and written consents to action of the Board~~d-of Directors~~ in minute books or files of the Affiliate kept for that purpose. The Secretary shall perform or cause to be performed like duties for each committee of the Board~~-of Directors~~ when requested by the Board~~-of Directors~~ or such committee to do so.

d) Treasurer. The Treasurer shall have the general authority, powers, duties, and responsibilities of a treasurer of a corporation and shall, unless otherwise provided by the Board~~-of Directors~~, be the chief financial officer of the Affiliate. The Treasurer shall have the responsibility for the safekeeping of the funds and securities of the Affiliate, shall keep or cause to be kept books of account and accounting records of the Affiliate and shall disburse, or permit to be disbursed, the funds of the Affiliate as may be ordered or authorized generally by the Board~~-of Directors~~. The Treasurer shall render to the Executive Director or the Board~~-of Directors~~, upon request, an account of the financial condition and the financial transactions of the Affiliate. The Treasurer shall perform such other duties and shall have such other responsibility and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

e) Affiliate National Board Representative. The Affiliate National Board Representative shall perform duties as determined by the National Board. The Affiliate National Board Representative shall regularly report to the affiliate Board~~d-of Directors~~ about activities and decisions of the National Board. The Affiliate National Board Representative shall serve a term of three years and may not serve more than two consecutive terms.

2. Appointed Officers

a) Equity and Inclusion Officer. Consistent with the Equity and Inclusion Action Plan adopted by the Affiliate, the President shall appoint an Equity and Inclusion Officer to serve for a term of three years, subject to reappointment. The duties of the Equity and Inclusion Officer are outlined

in the Equity and Inclusion Action Plan.

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32 . Executive Committee Composition and Meetings. The Executive Committee shall be composed of the elected Officers and the Equity and Inclusion Officer and the Affiliate National Board Member. The Executive Committee shall meet at the call of the President. The provisions of sections VIII (B)(3) and (4) above relating to meetings by telecommunications equipment, to action by written consent in lieu of meetings and to use of communications equipment shall apply to the Executive Committee. All Executive Committee meetings shall be open to all Affiliate Board members, who may speak but not vote.

a) **Executive Committee Duties.** The Executive Committee may exercise the powers vested in the Affiliate Board of Directors as to any matters which require disposition in intervals between meetings of the Board, provided that all such matters shall be reported promptly to the Board, and, unless moot, shall be subject to ratification by the Board.

E. **Executive Director.** The Board shall hire an Executive Director who shall be the chief executive officer of the Affiliate. The Executive Director shall be responsible for providing or causing to be provided advice and assistance to the Board of Directors and any committees and for administering and supervising the operations of the Affiliate. The Executive Director shall have the authority to employ and release all employed staff, to execute all promissory notes, contracts and other instruments for and in the name of the Affiliate and shall have such other power and shall perform such other duties as may be provided by the Board of Directors. The Board shall conduct an annual performance review of the Executive Director.

SECTION IV: MEMBERSHIP MEETINGS

ANNUAL MEETING. The Affiliate may conduct at least one a membership meeting every two years. In the year when the Affiliate Biennial Conference is held, the Biennial Conference shall fulfill the annual meeting requirement, unless the Board decides otherwise. The purpose of a membership meeting shall be to obtain input from the membership and to provide training and development and educational opportunities. Other membership meetings must be called if 25 members so request; no business shall be conducted at such requested meetings unless the business is stated in the written request for and in the notice of the meeting.

SECTION VI: COMMITTEES

A. **COMMITTEES.** The Board of Directors shall establish a committee to nominate

directors and officers (for purposes of these Bylaws, such committee is called the "nominating committee"); ~~The Board of Directors shall establish the following standing committees: Governance and Finance, and Audit. The~~ ~~The~~ Board may establish such other standing committees as the Board deems appropriate from time to time. The President or the Board may establish such ad hoc committees and task forces as either deems appropriate from time to time. The President ~~of the Board~~ shall appoint the members of each standing committee and of each ad hoc committee unless the Board decides otherwise. ~~and task force, unless the Board decides otherwise.~~ The members of standing committees shall serve two-year terms, unless reassigned to another committee or unless the Board decides otherwise, and may be reappointed. The President shall appoint a chairperson for each of the standing and ad hoc committees ~~and the task forces.~~ The chairperson shall convene the meetings and shall report to the President and the Board ~~of Directors~~ on a regular basis. When a chairperson vacancy occurs, the President shall appoint a new chairperson as soon as reasonably possible. The President may appoint or reappoint ~~ACLU members~~ individuals who are not members of the ~~Affiliate Board of Directors~~ to any committee, unless the Board decides otherwise. ~~or task force, unless the Board decides otherwise.~~

1. Governance Committee. The responsibilities of the Governance Committee are as follows:

a. Selection of nominees. The Governance Committee will annually prepare a list of nominees to fill the positions of each ~~Officer, or Director, or representative~~ as needed. A Director whose term is expiring and is eligible for reelection would not be eligible to participate in the selection of nominees. When making those recommendations, the Governance Committee will pay particular attention to the needed skills that a candidate may bring to the office and the extent to which a prospective candidate may bring additional diversity to the organization.

b. Additional activities. The Governance Committee will also assist in the orientation and mentoring of new ~~Directors~~, provide the Board member job description to newly elected ~~Directors~~members, educate ~~Directors~~ on governance matters as needed, monitor adherence to the Bylaws and perform such other duties as may be assigned by the Board.

c. The ~~Affiliate~~ Board shall have an Equity and Inclusion policy that covers various aspects of election, appointment and hiring procedures and that includes the appointment of an Equity and Inclusion Officer. The Equity and Inclusion Officer shall serve on the Governance Committee and adherence to the Affiliate's equity and inclusion policy shall be a responsibility of the Governance Committee.

2. Finance Committee. In consultation with the organization's ~~Executive Director~~,

the Finance Committee is responsible for—developing the operating and other appropriate budgets for each fiscal year, reviewing the financial status of the organization on a regular basis, and reporting that status to the Board and supervising the annual audit. The Treasurer shall be a member of the Finance Committee.

~~3. *Audit Committee. In consultation with the organization's executive director, the Audit Committee is responsible for overseeing an annual independent audit of the organization's financial condition and reporting the results to the Board.*~~

B. COMMITTEE AND TASK FORCE MEETINGS. Each committee and task force shall keep minutes of its meetings, which shall be kept in the minute books or files of the Affiliate. The provisions of sections IV III (B)(3) and (4) relating to actions by written consent in lieu of meetings and participation in meetings by means of conference telephone or similar communications equipment shall apply to committees and task forces. Any person at a committee or task force meeting may act as secretary for the committee or task force or at the meeting.

~~SECTION VII: AFFILIATE NATIONAL BOARD MEMBER; BIENNIAL DELEGATES~~

~~QUALIFICATIONS, ELECTION AND TERM OF NATIONAL BOARD~~

~~MEMBER.~~ The Affiliate National Board member shall be elected by the Affiliate Board of Directors, shall be a member of the Board of Directors, shall serve a term of three years and may not serve more than two consecutive terms. The Affiliate Board of Directors may extend this two consecutive term limit by an additional three year term by secret ballot if the Board concludes the Affiliate National Board Member is performing in superior and effective fashion and the extension best serves the interests of the Affiliate. If the term of the current National Board Member is expiring, one or more candidates for the position shall be nominated by the Nominating Committee and presented to the Board of Directors,

~~and other candidates may be nominated from the floor by any director, at the first board meeting after the election of directors by the membership or at such other time as the Board shall determine.~~

SECTION VIII: BUDGET

- A. **FISCAL YEAR.** The Affiliate's fiscal year will correspond exactly with the fiscal year of the ACLU.
- B. **ANNUAL BUDGET.** At the last meeting of the ~~Affiliate Board of Directors~~ in the fiscal year, or as soon thereafter as possible, the ~~Budget and~~ Finance Committee shall present to the Board, ~~of Directors~~ for its approval, a budget of the Affiliate's income and expenditures for the next fiscal year. The Treasurer shall report expenditures and income at each meeting of the Board of Directors.
- C. **ANNUAL AUDIT.** The Affiliate shall obtain the services of a qualified auditing firm to conduct the audit procedures required by the ACLU.

SECTION VIII ~~IX~~: AMENDMENTS

- A. **AMENDMENT BY THE BOARD ~~OF DIRECTORS~~.** The Bylaws of the Affiliate may from time to time be amended in any respect or repealed in whole or in part, and new Bylaws may be adopted, by the Board ~~of Directors~~, ~~except as provided in Section B below~~. No amendments shall conflict with the requirements of the ACLU.
- ~~B. **AMENDMENTS APPROVED BY THE MEMBERSHIP.** Any amendment to the Bylaws that would deny the right of the Affiliate membership to vote on the slate of directors to fill open positions on the Board of Directors may be made only by the membership; such a proposed amendment may be proposed by the Affiliate Board, by the affirmative vote of a majority of the members of the Affiliate present and voting at an annual meeting or by a petition signed by 40 or more members of the Affiliate. Such an amendment must be approved by a majority vote of the then current Affiliate members voting on such amendment either in person at an annual or other membership meeting or by mail, electronic transmission or other means of delivery. Members must receive notice of such amendment, the Board's recommendation as to its adoption and the ballots at least three weeks prior to the deadline set for the return of the ballots.~~

| These Bylaws have been adopted by the ~~Affiliate~~ ~~Affiliate~~ Board ~~of Directors~~ ~~of Directors~~ as of the ~~4th day of December, 2020~~ ___ day of _____, 2023.

/s/
Leslie Bissell, Secretary