

BYLAWS
UNITED NATIONS ASSOCIATION OF GREATER KANSAS CITY

ARTICLE I

NAME, OFFICE, RECORDS

Section 1.1. Name. United Nations Association of Greater Kansas City, A Missouri Non-Profit Corporation affiliated with the United Nations Association of the United States, a 501 (c) (3) Corporation. (Wherein here used the terms “UNA-GKC” and “Association” shall be interchangeable.) This UNA-GKC chapter of the United Nations Association of the USA is subject to the terms of the Affiliation Agreement between the chapter and UNA-USA.

Section 1.2 Principal Office/Registered Office.

(a) The principal office of the UNA-GKC shall be established from time to time by the Board of Directors and shall at all times be within Kansas City, Missouri. The UNA-GKC may also have such other offices, either within or without Kansas City, Missouri, as the Association may require.

(b) The registered office of the Association required by the general Not-for-Profit Corporation Act of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 1.3. Records. The Association shall keep correct and complete records in its principal office of: (a) all minutes of meetings of the Board of Directors, the Executive Committee, and Association Committees; (b) a record of the names and addresses and contact information of members, Board of Directors, Honorary Board, if any, and all Committees. (c) Financial records. All books and records of the Chapter may be inspected by any member, his/her agent or attorney, and the public, for any proper purpose at any reasonable time.

ARTICLE II

MISSION AND PURPOSE

Section 2.1. Mission/Purpose. The Mission of the UNA-GKC, a Project of the Better World Fund (BWF), is to inform through education; inspire, and mobilize Americans and others in the Greater Kansas City area to support the principles and vital work of the United Nations; and to promote active US participation in the United Nations through encouragement of our elected representatives to the Congress of the United States.

ARTICLE III

MEMBERSHIP

Section 3.1. Members. Any person or organization, who supports the purposes and goals of the United Nations may become a voting member of the Association upon payment of annual dues appropriate to the category of membership described in this Article III, Section 3 2. The amount of dues for each category shall be established from time to time by the Board of Directors.

Section 3.2. Membership categories. The term “membership” refers to those individuals who are dues-paying members of UNA-USA and non-dues paying GenUN members who are 25 years of age or younger. The categories, levels, terms and conditions of UNA membership shall be established by UNA-USA’s National Office in consultation with the National Council and are set forth in the UNA-USA Chapter Handbook.

ARTICLE IV

MEETINGS OF MEMBERS

Section 4.1. Annual Meeting of Members. Unless changed by the Board, the annual meeting of the membership shall be held in January of each year. Notice of an annual meeting shall be given and effective to each member in accordance with Section 4.2. At the annual meeting, the members shall:

- (a) Elect Directors for the term(s) specified,
- (b) Elect the Officers of the Board of Directors,
- (c) Report on the activities and financial condition of the Association,
- (d) Ratify the actions of the officers and directors from the prior year,
- (e) Consider and make decisions regarding any report, submitted by an officer, committee or staff (if any,
- (f) Transact any other business of whatsoever kind or character as may properly come before the meeting for consideration.

Section 4.2. Notice of Annual Meeting. Notice of the Annual Meeting shall be mailed not less than ten (10) days nor more than twenty five (25) days prior to the meeting to the customary address of each Member. The notice shall set forth the place, time and date of the meeting and the principal matters to be discussed. The Annual Meeting of the Association shall be held in Kansas City, Missouri at such time and place as determined by the Board of Directors.

Section 4.3. Chapter Meetings. There shall be a minimum of two program meetings of the Members per year in addition to the Annual meeting.

Section 4.4. Special Meetings of the Members. Special meetings of the Members may be called by the President, by a majority of the board members or by petition of 10% of the Members to the President, to be held for any purpose and at any time, at such place within Kansas City, MO as the President or those calling the meeting shall determine.

Section 4.5 Quorum: Ten Percent (10%) of the members shall constitute a quorum at any meeting of the members.

ARTICLE V

DIRECTORS

Section 5.1. Board of Directors. The Association shall have a Board of Directors to manage its affairs.

Section 5.2 Powers.

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of this Association shall be managed under the direction of, the Board of Directors of this Association. The Board of Directors shall have and is vested with all and unlimited powers and authorities, except as it may be expressly limited by law, the articles of incorporation or these by-laws, to supervise, control, direct and manage the property, affairs and activities of this corporation, to determine the policies of this corporation, to do or cause to be done any and all lawful things for and on behalf of this corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (a) the Board of Directors shall not authorize or permit this corporation to engage in any activity not permitted to be transacted by the articles of incorporation, by a corporation organized under the Missouri Nonprofit Corporation Act, or by a corporation which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect, (b) none of the powers of this corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of this corporation, and (c) all income and property of this corporation shall be applied exclusively for its nonprofit purposes.

(b) This corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect including. This corporation shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) No part of the net earnings or other assets of this corporation shall inure to the benefit of any member, director, officer, contributor, or other private individual, having, directly or indirectly, a personal or private interest in the activities of this corporation, except that this corporation shall be authorized and empowered to reimburse said individuals for reasonable expenses authorized by the Board of Directors.

Section 5.3. Number; Composition.

(a) Number; Composition, Categories.

- (i) The number of Directors of the Association shall be not less than nine (9) and not more than twenty seven (27) members.

(b) Qualifications/Eligibility. In accordance with the Missouri Statutes governing Non-Profit Corporations, all Directors must be natural persons. All voting members of the Board of Directors shall be dues paying members of the Association in good standing and shall meet such other qualifications as may be established by the Board of Directors from time to time. Employees of the Association, if any, shall not be eligible to serve on the Board of Directors.

Section 5.4. Election and Term of Office. The Directors of the Association shall be elected annually at the annual meeting of the members, held in accordance with Article IV. The term of office of a director is two years. One-half of the Board shall be elected at each annual meeting.

Section 5.5. Commencement of Term of Office. The term of office of a person elected or appointed a Director shall commence as of the adjournment of the annual meeting of the Members at which he/she was elected.

Section 5.6. Vacancies. Vacancies on the Board of Directors resulting from the death, resignation, removal, incapacity or disqualification of a Director, or the failure of a Director to accept the office of Director, may be filled by a majority vote of the members of the Board of Directors even though the Directors remaining in office constitute fewer than a quorum, at any regular meeting of the Board or at a special meeting called for that purpose. A Director elected or appointed to fill a vacancy shall meet all qualifications set forth in these bylaws, and shall serve for the unexpired term of such Director's predecessor and until the term of office of such Director's successor has commenced.

Section 5.7. Removal. A Director, may be removed, with or without cause, upon the affirmative vote of two-thirds of the Directors, at a regular or special meeting, where a quorum is present. The Board of Directors may remove any ex-officio, non-voting, Director or member of the Honorary Board, with or without cause, by a two-thirds vote of the Directors at a regular or special meeting where a quorum is present.

Section 5.8. Resignation. Any Director may resign from the Board of Directors by delivering a written or oral notice thereof to the Board of Directors, its President or Secretary. Such resignation shall be effective when such notice is delivered, unless a later date is specified in the notice.

Section 5.9. Compensation. No Director shall receive compensation from this Association for any service such person may render to it as a Director. However, members of aforesaid Boards may be reimbursed for reasonable expenses approved by the Board of Directors.

Section 5.10. Attendance. If a Director fails to attend three (3) consecutive Board meetings without valid reason and does not, by voice, written, or electronic communication, file a valid excuse for the absence, with the President, such member will be considered to have resigned and the Board may proceed to fill the vacancy for the unexpired term.

Section 5.11. Paid Staff. The Board of Directors, by a majority vote, where a quorum is present, may appoint from time to time a staff person, full or part time, whose title, duties, and compensation shall be determined by the Board of Directors.

Section 5.12. Committees of the Board.

(a) The President shall propose the Chairperson of all committees and the committee Chairperson shall propose the membership of each committee, each of which shall be approved by the Board of Directors. Committees of the Board shall consist of at least two board members and such other members of the UNA-GKC or from the community, as approved by the Board. Each committee shall have such duties and authority as are specified in these bylaws and/or from time to time delegated to it by the Board of Directors. Each Standing committee shall be chaired by a member of the Board of Directors. Chairs of Ad hoc committees do not need to be members of the Board. Committee members can be removed from service with the chair's consent and committee chairs may be removed from service by the Chapter President with consent of the Board of Directors."

(b) Committees of the Board of Directors and members of such committees are governed by Article V of these bylaws with respect to meetings, action without meetings, notice and waiver of notice, and quorum Directors requirements; provided, however, that no committee shall be required to hold an annual meeting and provided, further, that one-third plus one of the persons serving on a committee immediately before a meeting begins shall constitute a quorum for the transaction of business at such meeting of such committee. (Reference: Missouri Statutes.)

(c) All committees so appointed shall keep regular minutes of the transactions of their meetings and shall make regular reports to the Board of Directors.

(d) In accordance with Missouri Statutes, a committee or sub-committee of the Board of Directors may not:

- (i) authorize distributions to Directors, officers, agents or employees except in exchange for value received;
- (ii) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of this Corporation's assets;
- (iii) unless otherwise stated in these by-laws or the articles of incorporation, elect, appoint or remove Directors or fill vacancies on the Board of Directors or on any of its committees;
or,
- (iv) adopt, amend or repeal the articles of incorporation or these By-laws.

All committees shall only have such powers as are delegated to them by the Board, consistent with Chapter 355, Missouri Non-Profit Corporation Statutes.

Section 5.13. Standing Committees. This Corporation shall have the following standing committees:

(a) Executive Committee. There shall be an Executive Committee of the Board Directors which shall consist of the following voting members: The President, First Vice President(s), Secretary, Treasurer, and up to three Board members at large, to be appointed by the President. The Immediate Past President shall be an ex-officio, non-voting member for the first year after the end of his/her term as President. The members of the Executive Committee shall serve for a period of one year or until their successors are elected or appointed. In the absence of the Board, the Executive Committee shall have the powers of the Board in the management of the business and affairs of the Association and the implementation of policies established by the Board, except the powers to elect and/or remove directors and officers of the Board, to amend the Articles and/or Bylaws, to change committee members or to undertake any activities which the Board has expressly reserved for itself. The President shall be a voting member and Chairman of the Executive Committee. At any meeting of the Executive Committee, a majority in number of the total number of voting members of the Executive Committee shall constitute a quorum for the transaction of business. Special meetings of the Executive Committee may be called by the Chair or by a majority of the Executive Committee members upon at least 24 hours notice. Formal action by the Executive Committee shall be taken by majority vote and shall be reported promptly to the Board. The authority of the Executive Committee shall include: oversight of board approved policies, organizational and legal issues. Notwithstanding the above, the Executive Committee is empowered to act in lieu of the Board in situations of an emergency nature. The Executive Committee shall determine the frequency, time, and place of its meetings. The Executive Committee shall keep minutes of its meetings and report any actions it takes on behalf of the Association to the Board of Directors, at their next meeting. A majority of the Executive Committee shall constitute a quorum.

(b) Finance/Audit Committee: The Finance and Audit Committee shall be chaired by the Treasurer with additional members appointed by the President and shall be charged with the preparation of the annual budget, periodic financial statements, as directed by the Board, and oversight of the fiscal affairs of the Association.

(c) Governance Committee: The Governance Committee shall: recruit and nominate qualified community Board of Director candidates, Officers; and Honorary Board members. Nominations for the Board of Directors shall be submitted to the Membership no less than ten (10) days prior to the annual meeting of the Association. The Governance committee shall develop Board position descriptions; and conduct a periodic review of the Corporation's bylaws. The Governance Committee shall be composed of not less than three (3) and not more than five (5) members, one of which shall be the First Vice President, who shall serve as Chairman, and one other member of the Board, as required by statute. The other members of the committee need not be Board members. No other officers shall serve as a voting member on the Governance Committee.

(d) Mayor's UN Day Dinner Committee: The UN Day dinner committee shall be responsible for recommending the venue and program for the annual dinner and the nomination of recipients for the World Citizen Award and other such Awards as may be determined from time to time by the Board of Directors.

(e) Communications Committee: The Communications committee shall oversee and maintain the website, publish a periodic newsletter and prepare and issue press releases and other external communications.

Section 5.14. Ad Hoc Committees: The President may appoint such other committees of the as he/she may determine from time to time, with the approval of the Board. Chairs of such Committees shall be members of the Board of Directors and shall be appointed by the the President, with the approval of the Board. At least one other member of the committee shall be a Board member. Other members of the committee need not be members of the UNA-GKC.

Section 5.15. Committee reporting. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause such minutes to be recorded in books kept for that purpose in the office of this Association and shall report the same to the Board of Directors at or prior to its next meeting, but no less than quarterly.

ARTICLE VI

OFFICERS

Section 6.1. Officers. The officers shall be a President/CEO, a First Vice President; Secretary, up to two additional Vice Presidents, Treasurer, and such other officers as the Members may elect. The officers shall be elected by the membership at the annual meeting of the Members. Officers must be a member of the Board of Directors while holding office. The same person may not simultaneously hold more than one office in this Association.

Section 6.2. Officer Terms: The terms of officers shall be for two years. No officer shall serve more than four (4) consecutive two-year terms in the same office, with the exception of the Secretary and the Treasurer.

Section 6.3. Duties of Officers:

(a) Duties of the President: The President shall be the Chief Executive Officers of the Association. The President shall preside at all meetings of the Membership, the Board of Directors, and the Honorary Board, if applicable, at which the President is present. The President shall be the chief spokesperson for the Association. The President shall appoint all Standing and Ad Hoc Committee Chairs and all Committee members, with the approval of the Board. When authorized by the Board of Directors the President may execute all contracts and instruments for and in the name of this Corporation. The President shall be an ex-officio, non-voting, member of all Standing and Ad Hoc committees of the Board, with the exception the Executive Committee where the President shall serve as Chairman with vote. The president shall submit the annual report. The President shall have such other duties, powers and authority as may be prescribed elsewhere in these by-laws or by the Board of Directors or by the Membership.

(b) Duties of the Vice Presidents: The First Vice President and other Vice Presidents, (if applicable) shall perform such duties as from time to time may be assigned to him/her by the President or by the Board of Directors. In the absence of the President, or the President's inability or refusal to act, the First Vice President shall preside at all meetings of the Board of Directors and the Membership; and who so acting shall have all the powers of and be subject to all the restrictions upon the President.

(c) Duties of the Secretary. The Secretary shall attend the meetings of the Board of Directors and shall prepare or cause to be prepared minutes of all proceedings at such meetings for preservation in the minute book of this Corporation kept for that purpose. In addition, the Secretary shall have the following duties:

(i) shall be the custodian of the minutes of this corporation and authenticate records, in the event there is not a paid staff person.

(ii) shall take or cause to be taken the minutes of the meetings of the Board and any other pertinent meeting of the Association.

(iii) cause to be furnished to the Board of Directors, upon request, a full, true and correct copy of any book, paper or record;

(iv) when authorized to do so, shall affix the seal of this Corporation to any instrument requiring the seal, and when so affixed, shall attest the seal;

(iv) give or cause to be given notice of the meetings of the Board of Directors, but this shall not lessen the authority of others to give such notice as provided in these by-laws;

(v) exercise and discharge the general duties, powers and responsibilities of a secretary of a Corporation; and

(vi) exercise and discharge such other or further duties or authority as may be prescribed elsewhere in these by-laws or from time to time by the Board of Governors.

(vii) enter all approved amendments of the Bylaws.

(d) Duties of the Treasurer: The Treasurer shall have supervision/oversight of **all** moneys, funds and credits of this Association and shall cause to be kept full and accurate accounts of the receipts and disbursements of this Association in books belonging to it. The Treasurer shall keep or cause to be kept all other books of account and accounting records of this Association as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of this Corporation in such accounts and depositories as may be designated by the Board of Directors. The Treasurer shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the Board of Directors to the custody of any other person or Association, or the supervision of which is delegated by the Board of Directors to any other officer, agent or employee.

(i) The Treasurer shall render to the Board of Directors, whenever requested by it, a report on all financial transactions of this Corporation and the financial condition of this Corporation

(ii) The Treasurer and others shall be bonded if the Board of Governors so requires, as the expense of the Corporation.

(iii) The Treasurer shall have the general duties, powers and responsibilities of a treasurer of a corporation, and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the Board of Directors.

(iv) The treasurer keeps in regular contact with the National Office to ensure compliance with internal and Federal compliance standards. Specifically, the Treasurer is expected to file an annual IRS Form 990 no later than May 15 of each year.

(v) The treasurer shall know what forms must be filed with the appropriate State and Federal entities and what information is required by the National Office in order to avoid fines, the revocation of the chapter's 501 (c) (3) status and/or as appropriate, its registration as a charitable organization for fundraising

(e) Assistant Secretary and Assistant Treasurer. The Board of Directors may elect one or more Assistant Secretaries and Assistant Treasurers; however, they need not be Directors. They shall perform such duties as may be assigned by the Secretary and Treasurer or the Board of Directors.

Section 6.4 Resignation/Inability to Act. An officer may resign by delivering notice thereof to the Board of Directors, its President, or Secretary of the Corporation. Such resignation shall be effective when such notice is delivered, unless a future effective date is specified in the notice. In the event of a resignation or the inability of an officer to act due to death, illness, or other circumstances, the vacancy may be filled by the Board of Directors for the remaining unexpired term of such officer.

Section 6.5 Removal. Any officer or any employee or agent of this Corporation may be removed or discharged for any lawful purpose by vote of 2/3 of the Board of Directors at any time with or without cause, but all members of the Board shall receive a least ten days' notice prior to the meeting at which the removal vote occurs and such removal or discharge shall not affect the contract rights, if any, of the person so removed or discharged.

Section 6.6 Compensation. The officers, Directors and Honorary Board members shall serve without monetary compensation.

Section 6.7 Vacancies. Vacancies caused by the death, incapacity, disqualification, resignation or removal of an officer of this Corporation shall be filled by the Board of Directors at any annual or other regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve for the specified term and until their successor has been duly elected and qualified.

ARTICLE VII

CHAPTER FINANCE

Section 7.1. Fiscal Year. The fiscal year shall commence on January 1st and end on December 31st.

Section 7.2. Budget. A proposed budget shall be submitted to the Board of Directors for adoption at the chapter's Annual Membership Meeting. It will include a projection of costs and revenue for the year, and include line items for each Chapter activity. The Chapter financial report shall be approved at such a time that it can be submitted by March 1st to the National Office as part of the Chapter's Annual Report.

ARTICLE VIII

MEETINGS OF THE BOARD OF DIRECTORS

Section 8.1. Place of Meetings. Meetings of the Board of Directors may be held at any place within or without the State of Missouri as may be determined from time to time by the President or by the First Vice President and/or a majority of the Executive Committee if the President is unable to act.

Section 8.2. Regular Meetings. In addition to the annual meeting, the Board of Directors may hold regular meetings at such time and place as may be determined from time to time by the President. Any business may be transacted at a regular meeting. Meetings of the Board shall be held no less than six times per year. Regular meetings shall be held within or without the State of Missouri, as the Board of Directors may determine.

Section 8.3. Special Meetings. Special meetings of the Board of Directors may be called by the President, the First Vice (in the absence of the President or in the event of her/his inability to act), or by at least five of the Directors, to be held at any time and for any purpose or purposes. Special meetings shall be held at the principal office of this Association or at such place or places, within or without the State of Missouri, as the Board of Directors shall have determined.

Section 8.4. Notice of Meetings.

(a) No notice need be given to the Directors of any regularly scheduled Board meeting. Notice of each special meeting of the Board of Directors, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be given and effective to each Director at least three days before the day on which the meeting is to be held. If an emergency exists in the opinion of the President, then only one day notice is required. When an emergency meeting is called, unless personal notice is given, two forms of notice shall be attempted for each Director.

(b) Whenever notice is required to be given to a Directors for a meeting, such notice shall be provided by the officer or Directors calling the meeting and shall be mailed, sent by facsimile, electronic means or personally delivered to such Director. Such notice shall be deemed given and effective on the date determined in accordance with Article VII of these by-laws. “Notice” and “call” with respect to such meetings shall be deemed to be synonymous.

Section 8.5. Waiver of Notice: A Director may at any time waive any notice required by law, the articles of incorporation or these by-laws. Such waiver must be in writing, signed by the Director entitled to notice and filed with the minutes or the corporate records. A Director’s attendance at or participation in a meeting waives any required notice of the meeting unless the Director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with law, the articles of incorporation or these by-laws, objects to lack of notice and does not vote for or assent to the objected to action.

Section 8.6. Quorum: Unless otherwise required by law, a quorum of the Board of Directors shall consist of one-third of the voting members of the Board of Governors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be valid as the act of the Board of Governors except in those specific instances in which a larger vote may be required by law, by the articles of incorporation or by these by-laws.

Section 8.7. Adjournment: If the quorum specified above shall not be present at any such meeting, the Directors present shall have power successively to adjourn the meeting to a date and time certain, and to act as a quorum for such limited purpose.

Section 8.8. Voting: Each Director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision. There shall not be voting by proxy.

Section 8.9. Meetings by Conference Telephone or Similar Communications Equipment: Members of the Board of Directors of this Corporation may participate in a meeting of the Board of Directors by means of electronic communications by means of which all persons participating in the meeting can hear each other and participation in a meeting in such manner shall constitute presence in person at the meeting.

Section 8.10. Action Without a Meeting: Any action which is required to be or may be taken at a meeting of the Directors may be taken without a meeting if one or more written consents describing the action so taken are signed by all members of the Board of Directors. The consents shall have the same force and effect as a vote at a meeting duly held and may be described as such in any document. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

ARTICLE IX

HONORARY BOARD OF DIRECTORS

Section 9.1. Honorary Board. The Board of Directors may create an Honorary Board of Directors, at its discretion, and create such structure and organization as it deems advisable. The purpose of the Honorary Board is to provide visibility and recognition for the UNA-GKC and to

provide advice and counsel to the Board of Directors if requested. Honorary Board members may be local or nationally known individuals. They may attend Board meetings, the annual or any special meeting of the Members with voice, but not vote unless they are members of the Association. Honorary Board members need not, but may pay dues. The Board of Directors shall designate the members of the Honorary Board in such manner and number and for such terms as it deems appropriate from time to time. However, in no event will the number of Honorary Board membership exceed 25. The term of membership on the Honorary Board is two years, with no limits on the number of terms.

Section 9.2. Meetings. Meetings of the Honorary Board, if any, shall be held at such time and place as the President and or the Board of Directors of the UNA-GKC deem necessary.

ARTICLE X

GENERAL PROVISIONS

CONTRACTS, LOANS, CHECKS, DEPOSITS, ACCOUNT AND DISTRIBUTIONS

Section 10.1. Contracts: The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 10.2. Loans: No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 10.3. Drafts, etc.: All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 10.4. Deposits: All funds of the Association, including funds raised at the UN Day Dinner and any other source of funds, shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of directors may elect.

Section 10.5. Custodians: The Board of Directors may from time to time designate a bank, trust company or depository as a custodian of all funds and properties of the Association, which custodian shall maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or perform such ministerial duties as the Board by written direction may instruct. The custodian may be compensated for its services as may be agreed upon from time to time by the Board of Directors and the Custodian.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these bylaws or under the provisions of the general Not for Profit Corporation Act of Missouri, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

DEVOTION TO EDUCATIONAL AND CHARITABLE PURPOSES

All income and property of the Corporation shall be devoted exclusively to educational and charitable purposes as provided in the Articles of Incorporation and Article I of these bylaws. No Provision of these bylaws shall in any way be construed as permitting the Association, whether through its Board of Directors, its officers, agents or other party acting in its behalf, to allow the income or property of the Association to inure to the private benefit of any incorporator, Director or Officer of the Association.

ARTICLE XIII

DISSOLUTION

The Corporation may vote to dissolve and liquidate its assets according to the terms of Missouri Revised Statutes Chapter 355.666, provided that any resulting assets are distributed to Not-For-Profit Corporations sharing one or more of the characteristics described in Article I and of these Bylaws. Should the Association fail to meet the basic requirements provided by UNA-USA to maintain chapter status, it will be given a one-year period to steer the Association into compliance. During this time the Association will operate under a provisional status, wherein a member of UNA-USA will supervise the Association. Should the Association fail to meet these requirements after a one-year period, the Association will be suspended and its charter will be revoked.

ARTICLE XIV

AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws may be adopted at any meeting of the Members called for that purpose by the affirmative vote of a majority of the Members where a quorum is present. Notice of proposed amendments to the Bylaws shall be mailed by U. S. Mail or electronically, to the national office of UNA-USA for approval prior to adoption. All members shall be given at least fifteen (15) days notice along with a copy of such proposed amendments, prior to any meeting where amendments are to be considered and voted upon. Under extraordinary circumstances, the fifteen (15) day prior

notice requirement, above, may be reduced to ten (10) days upon the affirmative vote of 100% of the Board of Directors present at the meeting authorizing that said notice be submitted to the Members for consideration.

ARTICLE XV

CONFLICT OF INTEREST

If a voting Director, their spouse or family member, act in a fiduciary, policy-making, or executive managerial capacity and/or has a material financial interest in any for-profit or non-profit business or organization that seeks to do business with the UNA-GKC, they shall disclose such relationship to the Board of Directors. Any Director, who has such a conflict of interest, shall abstain from voting on any such matter.

ARTICLE XVI

ROBERT'S RULES OF ORDER

All meetings of the Members, the Board of Directors or any Committee of the Corporation whether regular or special meetings, shall be conducted under the current and most recent Robert's Rules of Order, Newly Revised. In the event of a conflict between such rules and these Bylaws, these Bylaws shall control over Robert's Rules of Order. When, in the opinion of the President a Parliamentarian is required, the President may make such an appointment of a qualified person.

These bylaws supersede any previous bylaws and were adopted by the members on August 1, 2017.