

BYLAWS
Kansas Community Health Worker Coalition, Inc.

ARTICLE I
LOCATION

Section 1. Name: The name of the corporation is Kansas Community Health Worker Coalition, Inc. (KCHWC).

Section 2. Address of Principal Office: The address of the registered office of the corporation is 1845 Fairmount, Box 201 Wichita, Kansas 67260. The corporation, by resolution of its board of directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution, the resident agent at such resident office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged, and filed with the Secretary of State.

Section 3. Other Offices: Branch or subordinate offices may at any time be established by resolution of the board of directors at any place or places where the corporation is qualified to do business.

ARTICLE II
PURPOSES AND ACTIVITIES

Section 1. General Purpose and Mission: The purpose of the organization is to provide resources that promote growth and sustainability of Community Health Workers by offering education to empower health workers to effectively advocate for improvement in community health settings for workers and patients within the scope of activities that qualify under IRS Section 501 c (3), including Community Health Worker certification, symposiums, training, and other continuing education; and promoting value of Community Health Workers within the community through partnerships with other community organizations.

The mission of the organization is: Kansas community workers collaborate to achieve health equity through education, empowerment, and advocacy of the Community Health Worker profession.

Section 2. Community To Be Served: Community Health Workers in Kansas.

Section 3. Activities: The following specific categories of activities will serve and further that purpose:

- Distribution of materials and resources to Community Health Workers
- Certification of Community Health Workers,
- Training and continuing education opportunities for Community Health Workers,

- Hosting symposiums and events for Community Health Worker networking and education,
- Resource development,
- Forming partnerships with community organizations for outreach, promoting CHWs within the community,
- Supporting regional and national efforts pertaining to its mission.

Section 4. Limitations on Additional Activities: Activities and projects of this corporation are limited to those that further the specific exempt purposes for which tax-exempt recognition was granted and are to be conducted by or under the authority of this corporation operating solely and exclusively as a charitable, scientific, literary and educational organization as designated by Section 501 (c) (3) of the Internal Revenue Code.

PROVIDED, HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply: (A) This corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as an organization described in Sect. 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). (B) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided, further that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III – MEMBERS OF THE BOARD OF DIRECTORS

Section 1. Qualifications and Modification of Qualifications: Directors shall be residents of the State of Kansas; and either be (1) a Community Health Worker or (2) be an engaged ally or supporter of Community Health Workers who understands the definition, scope-of-practice, core professional competencies and role of a Community Health Worker. Members of the board of directors will be the only voting members of this corporation. The board of directors may establish other membership qualifications for non-voting members and may change the qualifications or requirements for membership in the corporation if and when the board determines any such changes are necessary and in the best interests of the corporation. Any change or modification in the

qualifications for membership in the corporation must be approved and adopted in the form of a revision of this provision in the bylaws.

Section 2. Election of Directors: Board of directors are to be elected by a vote of the coalition membership conducted electronically following the annual KCHWC Symposium. The board of directors must consist of at least 50% Community Health Workers. The remainder of the seats may be held by allies or CHWs meeting the qualifications set forth in Article III, Section 1 of these bylaws.

Section 3. Voting Rights: All board of directors meeting the qualifications set forth in Section 1 and any other qualifications established by Kansas law or by the board of directors will be entitled to one vote.

ARTICLE IV MEETINGS OF The Board of Directors

Section 1. Annual Meetings: The Annual Meeting of the directors shall be held on the 15 day of June beginning with the year 2023 or soon therein for the purpose of nominating the board directors, officers and for the transaction of such other business as may come before the meeting.

Section 2. Place and Manner of Annual Meeting: Annual Meetings shall be held in Kansas at any location (or virtual location) within the State of Kansas designated by the board of directors.

Section 3. Director Participation in Meetings: A director can participate in any meeting of the directors by means of a conference telephone or similar communications equipment through which all the people participating in the meeting can listen to each other. Participation in a meeting in accordance with this paragraph constitutes the presence in person at the meeting. The transactions of any meeting of the board of directors, however convened and noted, or wherever they are held, will be as valid as if they had a meeting duly held after the call and regular notification, if a quorum is present and if, either before or after the meeting. All exemptions, consents or approvals will be filed with corporate records or be part of the meeting minutes.

Section 4. General Board of Director Meetings: General Board meetings are open to the public, held bi-monthly but may meet more or less frequently as determined necessary by the board. The schedule for general board meetings is set at the end of the calendar year for the following calendar year. General Board meetings are held in-person or electronically through online, virtual conferencing platforms or conference call, as determined by the board.

Section 5. Notice of Meetings, Contents of Notice: Unless otherwise specified in these bylaws, written, printed or electronic notice stating the place, date, and hour of the meeting, the purposes for which the meeting is being called, shall be delivered not less than five (5) business days not more than thirty (30) days before the date of the meeting, either personally, by post or electronic

mail to each member's representative physical or electronic mail address entitled to vote at such meeting.

Section 6. Quorum: At any meeting a quorum shall consist of at least 51% of the voting members. If less than a quorum is present at a meeting, a majority of the members present may discuss matters and make recommendations to the board as a whole or adjourn the meeting without further notice. In no way can less than a quorum elects directors, officers or count absentee ballots. At any meeting of directors, every director shall be entitled to one vote to be cast. No proxies are allowed. The votes of directors may be cast by voice or by electronic or written ballot in accordance with Sections 3 and 4 above or by resolution of the board of directors.

ARTICLE V BOARD OF DIRECTORS

Section 1. Directors Powers and Responsibilities: Each member of the board of directors is charged with the duties of loyalty and care to the corporation and must act in the corporation's best interests to preserve and further the corporation's exempt purposes. The business and affairs of the corporation shall be managed by the board of directors or by its authorized staff persons. The board shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation, including but not limited to the authority to employ an executive director and any other staff deemed necessary to the development and operation of the corporation. However, all powers of the corporation are vested in the board and may not be delegated to staff.

Section 2. Number, Tenure and Qualifications: The number of directors shall be no fewer than five (5) and no more than fifteen (15). Elections of directors shall be held so that 50 percent of the positions are elected in an even numbered year and 50 percent are elected in an odd numbered year. Terms are 24 months and directors may serve two consecutive terms with the option to be reelected for an additional term after sitting out for one year.

Section 3. Selection of Nominees for Board Candidacy: Nominees for election to the board of directors are put forward at the annual KCHWC Symposium. Nominees meeting the requirements and qualifications described in Article III Section 1 and Article V Section 2 are eligible candidates for open board position elections. Qualifications are reviewed by the Secretary of the board of directors.

Section 4. Annual/Regular Meetings: An annual meeting of the board of directors shall be held without other notice than this bylaw at the same place as the Annual Meeting of members. The board of directors may provide, by resolution, the time and place for the holding of additional or regular meetings, without further notice than such resolution. See Article VII, Section 1 for Order of Business.

Section 5. Special Meetings: Special meetings of the board of directors may be called by or at the request of the President or a majority of directors. The Secretary may fix any place within the State of Kansas for holding any special meeting of the board of directors called by them. Special meetings of the board may be held by teleconference, either audio or audio-visual, or other similar communication device whether now known or invented in the future, so long as the communication device satisfies Kansas law, proper notice of the meeting has been given, a quorum, as otherwise provided in these bylaws, is present on the teleconference, a written agenda is provided at least two days prior to the meeting, the meeting is properly convened, minutes are taken, and other procedures for considering matters before the board and the methods of taking decisions by the board are the same as if the board was meeting face to face.

Section 6. Emergency Meetings: Emergency meetings of the Executive Committee (i.e., the officers of the board) of the Board of Directors may be called by or at the request of the President or a majority of directors if immediate action is required in order to respond to government action, initiation of litigation involving the corporation or other matter requiring immediate action or response. The Secretary may fix any place within or outside of the State of Kansas for holding any emergency meeting and will provide notice to all members of the board of directors. Emergency meetings of the Board's Executive Committee may be held by teleconference, either audio or audio-visual or other similar communication device whether now known or invented in the future so long as a majority of the members of the Executive Committee are present and can communicate with each other. Action taken by the Executive Committee or other Board members as a result of an emergency meeting must be ratified by the full Board of Directors at or before the next regularly scheduled meeting of the board.

Section 7. Notice: Except in the event of an Emergency Meeting or as otherwise specified in these bylaws, notice of the purpose and time of any regular or special meeting of the board shall be given at least five (5) days and not more than 30 days previous thereto by written notice delivered personally, by post or by email, fax, or telegram, sent to each director as his/her/their name appears on the records of the corporation at his/her/their physical or electronic mailing address.

Section 8. Waiver of Notice: Waiver of notice is required for any meeting not conducted in accordance with notice provisions of these bylaws. Each director in attendance may waive notice of any meeting in writing, including but not limited to a printed email addressed to the Secretary of the corporation. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Vacancies: In the event that a board of directors' position becomes vacant, the board shall elect a Member in Good Standing by a Plurality vote to serve the unexpired term. The board may consider individual circumstances regarding absences and make exceptions by Plurality vote.

Directors not wishing to be considered for reappointment or nomination for another term for which they would be eligible shall advise the Secretary within sixty (60) days of the end of their term. If a director vacates their position prior to the end of their term and leaves an unexpired term of any length of time, any director may nominate an individual to replace that director. Biographical information of the nominee shall be provided to each of the other directors prior to the next meeting of the board. The nomination shall be discussed, and a vote taken at that meeting to expedite filling the position.

Section 10. Compensation: Directors shall not receive compensation for their services as board members but shall be entitled to receive such amount, if any, as the directors may from time to time determine, to cover expenses of attendance to meetings. When the board of directors deems that the financial status of the corporation permits, directors may be compensated for mileage and actual, necessary costs incurred by a director or directors due to attendance at regularly scheduled meetings or special meetings of the board. Compensation limitations are also detailed in Article II Section 4.

Section 11. Director's Automatic Removal from Office Due to Dispute with KCHWC: In the event that a director ceases to be affiliated with KCHWC or the field of community health work, that director is no longer qualified to serve on the board of directors and is automatically removed from office or board position. Removal or reinstatement to the position of director shall be determined after resolution of the dispute.

Section 12. Director's Removal from Office For Other Cause: A director may be removed from the board for cause bearing on the director's ability to fulfill his/her duties to the corporation and act in the best interests of this corporation, by the vote of not less than 2/3rds of the voting directors present at a meeting of the board of directors, and after such vote is affirmed by a vote of 2/3rds of the remaining directors at any regular or special meeting of the board of directors, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the director was informed in writing of the reasons for removal of the director at least 10 (ten) days before such meeting. (See Grievance Procedures, Section 16 of this Article.) The director involved shall be given an opportunity to be heard at such meeting. Any vacancy created by the removal of a director may be filled by majority vote of the board of directors, which may be taken at the same meeting at which such removal took place. Removal of a director from the board will serve as removal as an officer, employee or other agent of the corporation.

Section 13. Director's Absence from Meetings: Directors are expected to maintain regular attendance and may not have more than two consecutive unexcused absences related to their positions in a 12-month period. If these expectations are not met, the Executive Committee (i.e., officers of the board) will review to re-evaluate the commitment of the director and their on-going board membership. Anticipated absences should be communicated to the board President or their designee prior to the meeting date to ensure efficient execution of the meeting by confirming a quorum. Directors may make changes or

recommendations to positions as necessary based upon attendance.

Section 14. Delegation: In case of the absence or disability of any officer of the corporation or of any person authorized to act in such officer's place, the board may delegate the powers and duties of such officer to any officer, or any director, or any other person whom it may select, during such period of absence or disability.

Section 15. Proxies: No proxies are allowed for any board meetings unless otherwise specifically mandated by Kansas law or if approved by the board of directors in the form of a resolution.

Section 16. Grievance Procedures: Grievance(s) against a director or directors may be filed by any KCWHC member in good standing or director. Grievances must be filed in writing with the Executive Committee (i.e., officers of the board). The director or directors involved shall be notified in writing and required to respond to the Executive Committee within ten (10) days. The Executive Committee shall conduct a review and make a recommendation to the board of directors. Any action must be approved by a majority of the board of directors unless waived by the director or directors involved.

ARTICLE VI OFFICERS

Section 1. Officers: Directors in good standing shall be eligible to serve as officers of the corporation. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. Such other officers as may be deemed necessary may be elected or appointed by the board of directors. The offices of Secretary and Treasurer may be combined and held by the same person. The officers will comprise the Executive Committee and will confirm any additional Executive Committee members by a Plurality vote. See Article VIII Section 2 for Executive Committee functions.

Section 2. Election and Term of Office: Officers will be elected by the voting members of the board of directors for a two (2) year term at the Annual Meeting. Newly elected officers will take office at the following regular or special meeting of the board. Terms of office are 24 months with the option to be reelected for an additional term after sitting out of an officer position for one year.

Section 3. Removal of Officers of the Board: Any officer of the board may be removed by the board with or without cause by a 2/3 vote of the remaining directors at any regular or special meeting of the board of directors. (See Grievance Procedures, Section 9 of this Article.) Any director who has been removed from the board in accordance with Article V, Section 12 above will also be automatically removed as an officer.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by majority vote

of those voting directors present at the next meeting of the board of directors for the unexpired portion of the term. Article V Section 9 provides information for filling of vacancies.

Section 5. President: The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and of the board. The President may sign, with the Secretary or any other proper officer or agent of the corporation authorized by the board, any bonds, contracts, deeds, grants, loans, mortgages, or other instruments which the board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the board from time to time. At the end of their term, the President stepping down from their officer position, may be asked by the board of directors and upon majority vote to serve one additional year with the officers in the role of ex officio president in an advisory capacity due to their experience.

Section 6. Vice-President: In the absence of the President or in the event of death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall state the necessity of assuming the President's duties. When performing the duties of the President, the Vice shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform other duties as from time to time may be assigned to him/her/them by the President or by the board.

Section 7. Secretary: The Secretary shall keep the minutes of the members and of the board meetings; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of all members and their physical and electronic mailing addresses; prepare and cause to be delivered to the Secretary of State of Kansas, on forms prescribed and furnished by the Secretary of State, between the first day of January and the 15th day of June of each year, an annual report in compliance with the provisions of the statutes of the State of Kansas; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her/them by the President or by the board.

Section 8. Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever; deposit all monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article IX Section 3 and 4 of these bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the board. The board of directors may require a bond for the Treasurer for the faithful discharge of

duties in such sum and with such surety or sureties as the board shall determine.

Section 9. Grievance Procedures: Grievance(s) against an officer or officers may be filed by any voting director in good standing ~~or Director~~. Grievances must be filed in writing with the Executive Committee (i.e., the officers of the corporation). The officer(s) involved shall be notified in writing and/or electronic message and be required to respond to the Executive Committee within ten (10) days. The Executive Committee shall conduct a review and make a recommendation to the board of directors. The officer(s) involved shall not participate in the review of the grievance or grievances as a member of the Executive Committee. Any action must be approved by the board of directors unless waived by the officer(s) involved. See Article V Section 16.

ARTICLE VII ORDER OF BUSINESS

Section 1. Order of Business at Board Meetings: The order of business at any regular, special, or emergency meeting of the board of directors shall be a) Reading and disposal of any unapproved minutes, b) Reports of officers, including financial report, and committees, 3) Unfinished business, d) New business, Adjournment. At the Annual Membership meeting the annual report, inclusive of an accounting of the corporation's membership and financial status, will be featured.

Section 2. Discussion Periods: Directors of the board may declare all or a portion of any meeting a "discussion period" during which no rules apply, and during which free and open discussion of issues and other matters may occur without decisions being made.

Section 3. Decision Making: Decisions that are actions, directions or commitments that will likely have influence on the status, stability, growth and/or sustainment of KCHWC will follow customary decision-making practices such as motions, "calling-the-question", majority vote, tabling of actions, etc. (see resources such as: Board Source; Nonprofit Hub; National Council of Nonprofits).

Section 4. Rules of Procedure: The board of directors will adopt rules of procedure for use during the fiscal year, beginning January 1st and ending on December 31st (Article XI), by resolution at each and every annual meeting of this organization.

ARTICLE VIII COMMITTEES

Section 1. Committees of Directors: The board of directors, by resolution adopted by a majority of the directors then in office, may designate one or more committees composed of board members; which committees, to the extent provided in said resolution, shall have and exercise the authority of the board in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board, or any

individual director, of any responsibility imposed upon him/her/them by law. All committee actions must be ratified or approved by the board or a committee composed solely of board members.

Section 2. Standing Committees: The standing committees of the board of directors shall include but are not limited to an Executive Committee.

The Executive Committee will be composed of the officers of the board, specifically President, Vice-President, Treasurer and Secretary. The committee duties may be delegated to it from time to time by the board of directors and include all of the authority of the board of directors in the management of the corporation. However, the committee of officers shall not have the authority of the board of directors to: (1) amend the Articles of Incorporation or bylaws of the organization; (2) adopt a plan of merger or consolidation with another organization; (3) sale, lease, exchange, mortgage, pledging or other disposition of all or any of the property and assets of the organization; (4) voluntarily dissolve of the organization; (5) elect or remove members of the committee; or (6) amend, alter or repeal any resolution of the board of directors. The committee of officers shall recommend to the board of directors the annual operating budget. All actions by the committee of officers must be reported to the board of directors at the next meeting of the board following such action. A quorum shall be a majority of the Executive Committees' membership.

The Executive Committee may be called upon to manage situations when immediate action is required in order to respond to governmental, professional action or initiation of litigation involving the corporation or other emergency. Emergency meetings will be conducted in accordance with the procedures set forth in Article V, Section 6 of these bylaws.

Section 3. Working and Advisory Committee(s): The board of directors, by resolution adopted by a majority of the directors then in office, may designate one or more committees composed of members of the corporation, non-members of the corporation. Committees shall not have or exercise the authority of the board in the management of the corporation. Any recommendations or findings of any such working and advisory committees will not be binding. Committees include but are not limited to, the Advocacy Committee, Education Committee, Sustainability Committee, and Symposium Committee.

Section 4. Term of Office: Each member of a committee shall continue as such until a committee has completed its work and made a report to the board or until the next Annual meeting, whichever occurs first. Committee assignments/appointments may be renewed.

Section 5. Chairperson: One member of each committee shall be appointed chairperson by the President when the members of the committee are appointed. When possible, co-chairpersons can be comprised of either one Community Health Worker and one ally or two Community Health Workers serving as co-leaders of the committee.

Section 6. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. See Article V Section 9.

Section 7. Quorum: Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the committee shall constitute a quorum. See Article IV Section 6.

Section 8. Rules: Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the board of directors.

ARTICLE IX CONTRACTS, LOANS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts and/or Subcontracts: No contract or instrument in the name of and on behalf of the corporation shall be effective until authorized by the Board of Directors by a resolution of the board. The resolution of the board may be general or confined to specific instances. Such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the corporation unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc.: All checks, drafts or other orders for the payment of money, note 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 and at a designated depository as shall from time to time be determined by resolution of the board. In the absence of such determination by the board, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 4. Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such bank, trust companies, or other depositories as the board may select by resolution.

Section 5. Gifts: The board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Section 6. Disposal of Assets: Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner as the board of directors determines or to such Kansas organization or organizations organized and operated exclusively for purposes similar to those of this corporation and recognized as tax exempt under IRS Section 501 (c) (3) or the assets shall be

distributed to a Kansas organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X BOOKS AND RECORDS

Section 1. Books and Records: The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, the board, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. All documents required to be made available pursuant to tax regulations, state or other statutes may be inspected by any member, or his/her/their agent or attorney, for any proper purpose at any reasonable time during business hours subject to reasonable prior notice or other appointed time arranged by the party requesting inspection and by the corporation's custodian of records and books.

Section 2. Form 990: The corporation must file a 990 for every year. The filing due date is determined by the IRS and the State of Kansas. For all years in which the corporation's annual gross revenue exceed \$50,000.00, the corporation must file Form 990; and for corporation's receiving less than \$50,000.00 in gross annual revenue, the corporation must file 990n which can be found online at www.irs.gov. Failure to file for three consecutive years will result in revocation of tax-exempt recognition.

Section 3. Audit: As soon as the corporation's annual proceeds regularly exceed \$ 50,000, the board will consider and will recommend for or against obtaining the services of a competent and disinterested auditor, who shall audit the books and records and render a report in writing, submitted to the Board at the Annual Meeting. Nothing in this provision will preclude or in any way limit the authorization of an audit at any time regardless of the amount of the corporation's annual proceeds.

ARTICLE XI FISCAL YEAR

The first fiscal year of the corporation shall begin on *September 14, 2022*, the date of incorporation and end on December 31st of the same year. Subsequent fiscal years of the corporation shall begin on January 1st and end on December 31st of each year.

ARTICLE XII REPEAL OR AMENDMENT

These bylaws may be altered, amended or repealed in whole or in part by a vote of a majority of the directors then in office at any regular meeting of the board of directors or at a special meeting of the board of directors called for such purpose, at which a quorum is present; provided, however, no such action shall change the purposes of the corporation so as to allow its purposes to be broadened beyond those stated in the governing documents on file with the IRS, nor to otherwise impair its right and powers under the laws of the State of Kansas, other regulations of the Internal Revenue Service, or to waive any requirement of bond or any provision for the safety and security of the property and funds of the corporation or its members. Pursuant to Kansas law, notice of any amendment to be offered at any meeting shall be given not less than ten (10) nor more than thirty (30) days before such meeting and shall set forth such amendment(s). Notice of any change in these bylaws must be provided to the IRS upon the board's approval of the changes.

ARTICLE XIII INDEMNIFICATION

This corporation may voluntarily indemnify any trustee, officer, director, employee or agent of the corporation who was or is (because of said relationship with this corporation) threatened to be made a party in any legal proceedings whether civil, criminal, administrative or investigative if successful on the merits or otherwise in defense, or even if unsuccessful in defense, for his or her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if such person is successful in whole or in part, or the proceeding against said person is settled with the approval of the court; and the court finds that the person's conduct fairly and equitably merits such indemnity. The amount of such indemnity, which must be approved by the court in the same or separate proceeding, shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him/her/them in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he/she/they is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in these bylaws for giving notice of members' meetings, in such form as the court directs.

ARTICLE XIV CONFLICTS OF INTEREST

Section 1. Conflict of Interest Policies and Procedures: This corporation's conflict of interest policy is enforced annually. Directors of the board will sign the

corporation's conflict of interest statement annually. The board of directors may develop additional policies and procedures as required to enforce the adopted policy. The board is authorized to approve any revisions necessary in order to comply with IRS requirements for tax-exempt organizations.

Section 2. Code of Ethical Conduct, Policies and Procedures: The board of directors may adopt a Code of Ethics, Policies and Procedures applicable to members of the board of directors, other volunteers, or employees and/or the corporation requiring a higher standard of behavior than described in Section 1 above. The board of directors may address issues of conduct permissible under applicable federal and state laws. Those issues may extend beyond conflict of interest, including but not limited to anti-harassment and anti-discrimination policies, duties of confidentiality and privacy, publicity, or any other matter relevant to the corporation's activities, employees, volunteers, and property.

Section 3. Nondiscrimination Policy. KCHWC does not discriminate against any staff, board member, coalition member or member organization, volunteer, committee, or recipient of services on the basis of race, color, cultural heritage, national origin, religion, age, gender, gender expression, sexual orientation, marital status, physical or mental disability, political affiliation, source of income, veteran status or any other status protected under local, state, or federal law. This policy extends to all personnel decisions, terms and conditions of employment, vendor contracts and provision of services. KCHWC does not tolerate harassment for any reason. Respect for the dignity of others shall be the guiding principle for our relations with each other.

ARTICLE XV DEFINITIONS

- A) A Community Health Worker is a frontline public health worker who is a trusted member of and/or has an unusually close understanding of the community served. This trusting relationship enables the worker to serve as a liaison/link/intermediary between health/social services and the community to facilitate access to services and improve the quality and cultural competence of service delivery.

A Community Health Worker also builds individual and community capacity by increasing health knowledge and self-sufficiency through a range of activities such as outreach, community education, informal counseling, social support and advocacy.

Source: <http://www.apha.org/apha-communities/member-sections/community-health-workers>

- B) Member: Any board member who participates in the KCHWC meetings, committee meetings, board of directors meetings.

- C) Good Standing: A Member in Good Standing is one that has been a member for six months or from the inception of KCHWC and has attended, participated in previous KCHWC organizational meetings.

- D) Plurality: A Plurality vote refers to the circumstances where a nominee or proposal receives more votes than the other alternatives but may or may not receive over 50 percent of the vote.

- E) Majority: A Majority will be defined as 51 percent or more of the votes cast by members of the relevant voting body who are present or participating at the meeting. See Article IV Section 6 for definition of Quorum.

CERTIFICATE OF APPROVAL AND ADOPTION

I, the undersigned, do hereby certify:

A. That I am the duly elected Secretary of the Kansas Community Health Worker Coalition (KCHWC) c/o 1845 Fairmount, Box 201 Wichita, Kansas 67260), a not-for-profit corporation; and

B. That the foregoing bylaws, comprising 15 pages, constitute the current bylaws of said corporation, as duly approved and adopted at the meeting of the Board of Directors of KCHWC thereof duly held on the 1st day of November, 2023.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name these KCHWC bylaws on Dec. 1, 2023.
(date)

Barbara Wiman

Secretary, Barbara Wiman

Revised: Sept. 6, 2023; Oct. 9, 2023.