

BYLAWS

GREATER KANSAS CITY CHAPTER PEOPLE TO PEOPLE INTERNATIONAL

GREATER KANSAS CITY PEOPLE TO PEOPLE COUNCIL

April 23, 2023

ARTICLE I - NAME, OFFICE, RECORDS

Section 1.1 Name. Greater Kansas City People to People Council, Inc, A Missouri Non-Profit Corporation a 501 (c) (3) Corporation, d/b/a Greater Kansas City People to People Chapter. (Where used herein the terms "GKCPTP", "Corporation," and "Chapter" shall be interchangeable.)

Section 1.2 Principal Office/Registered Office. The principal office of GKCPTP may be established from time to time by the Board of Directors and shall at all times be within the state of Missouri. GKCPTP may also have such other offices, either within or without Kansas City, Missouri, as the Chapter may require. The registered office and mailing address of the corporation, as required by the general Not-For-Profit Corporation Act of Missouri, shall be maintained in the State of Missouri, but it 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 corporation shall keep a minute book with correct and complete records of: (a) all minutes, reports and agendas of meetings of the Board of Directors, the Executive Committee, and Chapter committees; (b) a current record of the names and addresses and contact information of members, Board of Directors and Advisory Board, if any, and all committees; and (c) complete and accurate 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. Records, other than the current year, shall be stored with such person, office, or facility as the Board of Directors may determine from time to time.

ARTICLE II - MISSION/PURPOSE

Section 2.1 Mission. The Mission of the GKCPTP, as Citizen Ambassadors, is to promote international understanding and friendship through educational, humanitarian, and cultural, activities involving a broad range of direct contacts, exchange of ideas and experiences among the people of Greater Kansas City and people of different countries and diverse cultures that will help to build an enduring world peace.

The GKCPTP Council is a non-partisan, non-religious, non-political organization. The Greater Kansas City People to People Council is affiliated was founded, as a Chapter, with of People to People International (PTPI) and will conduct conducts its affairs consistent with the Mission and Purpose of PTPI. The Chapter shall endeavor to enhance international relationships by interacting with those individuals and organizations which share PTPI's purposes and principles throughout the world.

ARTICLE III - MEMBERS

Section 3.1 Members. Any person, who is at least eighteen (18) years of age or older, or an organization who supports the purposes and goals of the GKCPTP 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, and when dues shall be due and payable, shall be established from time to time by the Board of Directors. Membership shall not be denied on the basis of ethnicity, religion, gender, sexual orientation, disability status, or political affiliation.

Section 3.2 Membership categories. There shall be two main categories of members, paid and honorary.

1. Paid members: The Board of Directors, from time to time, may establish such paid member subcategories as it deems appropriate.
2. Honorary member: An Honorary Membership may be offered to those persons designated by the Board of Directors. Honorary membership may be extended to

individuals who support the goals and ideals of the GKCPTP and PTPI; and who have shown an extraordinary interest and made significant contributions to the People to People program. There is no dues obligation for Honorary Members. Honorary members do not have the right to vote.

Section 3.3 Resignation of members. Any member may resign by written, electronic or verbal, notice to the President or Secretary of the corporation.

Section 3.4 Termination of members. Membership may be terminated or revoked by:

1. Voluntary resignation by a member.
2. Failure to pay dues by March 31 of each year.
3. Conduct inconsistent with the Mission of the GKCPTP, as determined by the Board. Any such revocation shall not result in a return of dues.

Section 3.5 Policy and Procedure for termination. Termination, other than by voluntary termination or failure to pay dues, shall be in accordance with the Missouri Statutes pertaining to Non-Profit Corporations, and by established Board policy.

Section 3.6 Reinstatement. Reinstatement of membership can result if application for reinstatement of resigned or revoked membership is made to the President or Secretary. Such member shall be given written terms for reinstatement and shall not be reinstated until they fully comply with these terms. Any membership which has been revoked by Board action shall require a majority vote of the Board for reinstatement. Any decision or conditions of the Board regarding such reinstatement shall be final.

ARTICLE IV - MEETINGS OF MEMBERS

Section 4.1 Annual Meeting of Members. The annual meeting of the membership shall be held on a date to be established by the Board during the Board's regular meeting in January or February. 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:

1. Elect Board of Director members for the term(s) specified;
2. Elect the Officers of the Chapter;
3. Ratify the actions of the officers and directors from the prior year;
4. Consider and make decisions regarding any report, submitted by an officer, committee or staff (if any);
5. 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 may be held within or without Kansas City, Missouri, or the USA, at such time and place as determined by the Board of Directors. The date of the Annual meeting shall be determined by the Board of Directors.

Section 4.3 Chapter meetings. Regular chapter meetings shall be held as determined by the Board of Directors. There shall be a minimum of five (5) meetings or events of the Members per year which includes the annual meeting of the members.

Section 4.4 Notice of meetings. Written notice of at least ten (10) days shall be given to members prior to holding a regular or special meeting.

Section 4.5 Special meetings of the members. Special meetings of the Members may be called by the President, by at least five (5) members of the Board of Directors, 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 the Greater Kansas City area, as the President or those calling the meeting shall determine.

Section 4.6 Quorum. Fifteen percent (15%) of the members, in good standing, shall constitute a quorum at any meeting of the members.

Section 4.7 Voting for candidates for Director and Officer. Voting at the Annual meeting of the membership, for candidates for office, may be accomplished by one of the following:

1. In person or; By absentee ballot received, in writing, by the Chairperson of the Nominating Committee at least three (3) working days prior to the Annual meeting.

Section 4.8 Modification of Bylaws in case of an emergency. The board may adopt, amend or repeal the bylaws to be effective only in an emergency defined in subsection 6 of this section. The emergency bylaws, which are subject to amendment or repeal by the members, may provide special procedures necessary for managing the corporation during the emergency, including:

1. How to call a meeting of the board.
2. Quorum requirements for the meeting.
3. Designation of additional or substitute directors.
4. All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends.
5. Corporate action taken in good faith in accordance with the emergency bylaws binds the corporation. An emergency exists for purposes of this section if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event.

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.

1. All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Directors of this Corporation. 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 bylaws, 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, and to seek the effectuation of its objectives 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.
2. 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.
3. 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, categories, qualifications, and eligibility.

1. The number of Directors of the Corporation shall be not less than nine (9) and not more than fifteen (15). The Immediate Past President shall be a voting member of the Board for one year after the expiration of his/her term as President.
2. Qualifications/Eligibility. In accordance with the Missouri Statutes governing Non-Profit Corporations, all Directors must be natural persons. (legal residents of the United States) 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 Corporation, 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 Membership, held in accordance with Article IV. The term of office of a director is three years. Commencing with the adoption of these Bylaws, Directors are eligible for re-election, but shall not serve more than two, consecutive, three year terms. One-third 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 or special meeting of the Board 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.

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 Advisory Board, with or without cause, by a two-thirds vote of the Directors at a regular or special meeting where a quorum is present. Three unexcused absences by a member of the Board from regularly scheduled Board meetings shall be cause for automatic removal.

Section 5.8 Resignation. Any Director may resign from the Board of Directors by delivering a written 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 corporation for any service such person may render to it as a Director. However, members of aforesaid Board may be reimbursed for reasonable expenses approved pursuant to the policy established by the Board of Directors.

Section 5.10 Attendance/Duties. Directors shall fulfill fiduciary and other duties that are customary for Directors and shall regularly attend Board of Director and assigned committee meetings. 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 a full or part time staff person, whose title, duties, and compensation shall be determined by the Board of Directors.

Section 5.12. Committees of the Board.

1. The President shall propose the Chairs of all committees and the committee Chairpersons 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, one of whom shall be chair or co-chair, and such other members of the GKCPTP 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, Ad Hoc or Special committee shall be chaired by a member of the Board of Directors.
2. 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.
3. All committees so appointed shall make regular reports of the transactions of their meetings to the Board of Directors.

4. In accordance with Missouri Statutes, a committee, sub-committee, Ad Hoc or Special Committee of the Board of Directors may not:
 - a. authorize distributions to Directors, officers, agents or employees except in exchange for value received.
 - b. approve dissolution, merger or the sale, pledge or transfer of all or substantially all of this Corporation's assets;
 - c. unless otherwise stated in these Bylaws or the articles of incorporation, elect, appoint or remove Directors or fill vacancies on the Board of Directors or on any of its committees;
 - d. or, adopt, amend or repeal the articles of incorporation or these Bylaws.
5. 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. The standing committees shall be:

1. Executive Committee. There shall be an Executive Committee of the Board of Directors which shall consist of the following voting members: The President, Vice Presidents, Secretary, Treasurer, and the immediate Past President. The Immediate Past President shall only be a member of the Executive Committee for one 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 Corporation 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 Chair 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 and responsibility of the Executive Committee shall include: oversight of board approved policies, organizational/legal issues, and annually reviewing and monitoring the Chapter's Strategic Plan. 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.
2. Membership Committee. The committee shall plan and coordinate programs to recruit, activate, and retain members. The committee shall maintain accurate and permanent membership records and shall prepare such reports as required by the Board of Directors and People to People International, Inc.
3. Program Committee. The committee shall develop, plan, and carry out programs and social activities which promote the mission and purpose of the GKCTP and People to People International and which may coincide with, but are not limited to the meetings or events cited in Article IV, Section 4. 3. The committee shall coordinate with the Communications Committee on programs and events. The committee chairperson shall report to such officer as determined by the President. The committee shall prepare and maintain monthly reports for the Board of Directors.
4. Finance Committee. The Finance Committee shall be chaired by the Treasurer. The Treasurer shall report to the President. The committee shall develop and submit an annual budget for Board approval. The annual budget shall be submitted at the January or February Board meeting and be based on a calendar fiscal year. A financial report shall be prepared and submitted to the Board at the end of each Fiscal Year and anytime the Treasurer is succeeded or replaced. A written financial report, prepared by the Treasurer or Assistant Treasurer, shall be submitted to the Board of Directors on a monthly basis. A biannual review will be conducted by a disinterested person or group, agreed upon by the Board, to determine if "best practices" in accounting have been

followed by the Board. A subcommittee, of the Finance Committee, shall also be responsible for recommending to the Board of Directors, for approval, merchandise sales policies and for the administration of merchandise sales, either direct or through the Chapter's website store.

5. Governance Committee. The Governance Committee shall be responsible for nominating members to the Board of Directors, Officers, and the Advisory Board if any, develop Board position descriptions and a Board of Directors Manual, nominate candidates for Chapter Awards to be presented at the Annual meeting of the members, and conduct a periodic review of the Bylaws. The Governance Committee shall be composed of not less than five members and at least two of which shall be selected by the Board. The Chairman of the committee shall be appointed by the President. The other members shall be from the membership at large. A vacancy on the committee shall be filled by the Board. No member shall serve more than two consecutive one year terms on the Governance Committee.
 - a. Nominating:
 - i. Consider all nominations received from the committee for Board and Officer positions. Nominees must be members in good standing and have paid the requisite annual dues;
 - ii. Prepare a written report consisting of a nominee for each position and submit the nominations to the Board at the February Board meeting or such meeting that will be designated for that purpose by the Board;
 - iii. Cause to have notice of nominees printed in the chapter newsletter and mailed to the membership not less than 21 days preceding the Annual meeting of the members;
 - iv. Members may submit nominations by mail for additional candidates for office together with a statement of nominee consent at least ten (10) days before the annual meeting;
 - v. Board development: Develop position descriptions for Officer and Board positions as applicable; develop and maintain a current Board of Directors manual.
 - b. Awards: Nominate candidates for Chapter Awards as applicable;
 - c. Bylaws: Conduct a periodic review of the Bylaws and make recommendations for amendments as necessary.
6. Communications Committee. The Committee shall be responsible, in coordination with the President, for the publication of the Chapter newsletter, at least quarterly, and maintain and update the Chapter's website and social media efforts.
7. International Military Officer Sponsor Committee. The purpose of the committee is to secure GKCTP member sponsors for the international Officers studying at the U.S. Army Command and General Staff College at Ft. Leavenworth; to provide opportunities for the Officers to become educated about American values and our way of life, through direct contact, home visits and other programs. The committee shall be responsible for:
 - a. acting as a liaison with the office of the class director at the CGSC at Ft. Leavenworth and the Operation International Committee of the Cities of Lansing and Leavenworth Chamber of Commerce;
 - b. recruiting and assigning sponsors and international Officers according to approved guidelines;
8. Humanitarian Committee. This committee shall be responsible for chapter humanitarian and benevolent projects and activities. (Moved to a Standing Committee, from Ad Hoc, to support the Tax-Exempt Status requirements and our Articles of Incorporation) (Comment – I do not find any requirement for this committee to be a standing committee in Greater Kansas City People to People Council's Articles of Incorporation. Move this committee back to Ad Hoc.)

Section 5.14 Ad Hoc and Special Committees. The Board may establish such Ad Hoc Committees, from time to time, as appropriate and consistent with the Chapter's Mission and Purpose. The following are recommended Ad Hoc Committees:

1. International Student Host Committee. This committee shall be responsible for developing and implementing a program for GKCTP members to host international

- college/university students, from selected metropolitan area colleges and universities; provide opportunities to educate them about American values and way of life through hosting dinners and/or holiday dinners either in the home at a local restaurant; host for family picnic or other gatherings. Hosting may occur as a single event or two or three times during the course of the year.
2. Sister Chapter Relations Committee. This committee shall be responsible for:
 - a. recommending, to the Board of Directors, sister chapter relationships with selected PTPI Chapters. The relationship shall consist of activities that include exchanges of ideas and information on chapter development concepts and chapter programs; educational and other type exchanges; visits to and from approved sister chapters;
 - b. establishing the relationship(s) with selected chapter(s);
 - c. promoting the relationship with GKCPTP members
 - d. make home stay arrangements for visits by visiting chapter members;
 - e. coordinating with other chapter committees as necessary.
 3. Student Travel Scholarship Committee: This committee is responsible for administering the Travel Scholarship Program. The scholarship shall be in an amount of not less than \$500. The Travel Scholarship shall be awarded to a son or daughter of a Chapter member who is a U. S. citizen and of such high school, college/university age as the Board may determine. The scholarship may be awarded annually, but not required if no applications are received.
 4. Development Committee. This committee shall be responsible for fundraising projects.
 5. Homestay Committee. This committee shall maintain an updated roster of GKCPTP members who desire to participate in home stays and coordinate home stays with Chapter members and the PTPI Homestay Coordinator as required.
 6. Humanitarian Committee. This committee shall be responsible for chapter humanitarian and benevolent projects and activities.
 7. The President may appoint such other committees of the as he/she may determine from time to time, with the approval of the Board of Directors.

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

ARTICLE VI - OFFICERS

Section 6.1 Officers. The officers shall be a President/CEO, one or more Vice Presidents, Secretary, Treasurer, and other such officers as the members may elect. The same person may not simultaneously hold more than one office with the exception of the officers of the Secretary and Treasurer which may be combined. There shall be no automatic advancement in office and the holder of any office shall have no advantage over any other person to continue holding office or in attaining any other office.

Section 6.2 Qualifications and eligibility. Officers must be a member of the Board of Directors while holding office.

Section 6.3 Officer Election and Term of Office. The officers shall be elected by the membership at the annual meeting of the members. The terms of officers shall be for one year.

No officer shall serve more than four (4) consecutive one-year terms in the same office, with the exception of the Secretary and the Treasurer.

Section 6.4 Duties of Officers:

1. Duties of the President: The President shall be the Chief Executive Officer of the corporation and preside at all meetings of the membership, the Board of Directors, the Advisory Board, and Executive Committee. The President shall have the general duties, powers and responsibilities of a president 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 or as may be prescribed elsewhere in these By-laws. The President shall appoint all Standing and Ad Hoc Committee Chairs, with the approval of the Board and shall be an ex-officio, non-voting, member of all Standing

and Ad Hoc committees of the Board with the exception of the Nominating Subcommittee of the Governance Committee. The President shall serve as Chair of the Executive Committee with vote. When authorized by the Board the President shall execute all contracts and instruments for and in the name of this Corporation and shall file, or cause to be filed by a resident of the State of Missouri, the required Annual Registration with the Secretary of State of Missouri and any filings required by the U. S. Internal Revenue Service and People to People International, Inc.

2. Duties of the Vice President(s): The Vice Presidents shall have the general duties, powers and responsibilities of a vice president of a corporation, and shall have and perform such other duties, responsibilities, and authorities as may be prescribed from time to time by the by the President, the Board of Directors, or as may be prescribed elsewhere in these Bylaws. In the absence of the President, or the President's inability or refusal to act, the Vice President(s), in the order of their election, 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.
3. Duties of the Secretary: The Secretary shall have the general duties, powers and responsibilities of a secretary of a corporation, and shall have and perform such other duties, responsibilities, and authorities as may be prescribed from time to time by the President, the Board of Directors, or as may be prescribed elsewhere in these Bylaws. 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 of the required records of this Corporation (as defined in Section 1.3).
4. Duties of the Treasurer: 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. The Treasurer shall have supervision/oversight of all moneys, funds and credits of the Corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of this Corporation in books belonging to it, shall cause all moneys and credits to be deposited in the name and to the credit of the Corporation in such accounts and depositories as may be designated by the Board of Directors. The Treasurer will not be responsible for any Chapter assets or their disbursement where the Board of Directors has given custody of the assets to a third party or organization unless the Treasurer is involved in the selection of such third party or organization receiving the assets or the Treasurer plays a role in making recommendations to the third party on the use of such assets.
5. 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, the President, or the 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 a 2/3 majority vote of the Board of Directors at any time with or without cause, but 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 Advisory 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 regular meeting or at any special meeting, of the Board of Directors, 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 - MEETINGS OF THE BOARD OF DIRECTORS

Section 7.1 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 a majority of the Executive Committee if the President is unable to act.

Section 7.2 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. The meeting may be attended in person or virtually. 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 7.3 Special Meetings. Special meetings of the Board of Directors may be called by the President or in the absence of the President or in the event of her/his inability to act, by at least five (5) of the Directors, to be held at any time and for any purpose or purposes. Special meetings shall be held within or without the State of Missouri.

Section 7.4 Notice of Meetings.

1. 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.
2. Whenever notice is required to be given to 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 bylaws. "Notice" and "call" with respect to such meetings shall be deemed to be synonymous.

Section 7.5 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 7.6 Quorum. Unless otherwise required by law, a quorum of the Board of Directors shall consist of a simple majority of the voting members of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is in attendance shall be valid as the act of the Board of Directors 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 7.7 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 7.8 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 7.9 Meetings by Conference Telephone or Similar Communications.

Members of the Board of Directors of this Corporation may participate in a meeting of the Board of Directors or committee meetings 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 7.10 Action Without a Meeting. Any action 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 VIII- ADVISORY BOARD

Section 8.1 Advisory Board. The Board of Directors may create an Advisory Board, at **its** discretion, and create such structure and organization as it deems advisable. The purpose of the Advisory Board is to provide visibility and recognition for the GKCPTP and to provide advice and counsel to the Board of Directors when requested. Advisory Board members may attend Board meetings with voice, but not vote; they may attend the annual or any special meeting of the Members with voice, but not vote unless they are members of the GKCPTP. Non-member Advisory Board members need not but may pay dues. The Board of Directors shall designate the members of the Advisory 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 Advisory Board membership exceed fifteen (15). The term of membership on the Advisory Board is two years, with no limits on the number of terms.

Section 8.2 Meetings. Meetings of the Advisory Board, if any, shall be held at such time and place as the President and or the Board of Directors of the GKCPTP deem necessary.

ARTICLE IX - GENERAL PROVISIONS

CONTRACTS, LOANS, CHECKS, DEPOSITS, ACCOUNTS, FISCAL YEAR, DISTRIBUTIONS

Section 9.1 Contracts. The Board of Directors may authorize any Officer or Officer agent(s) to enter into any contract or execute and deliver and instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 9.2 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 9.3 Drafts, etc. All checks, drafts or other orders for 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 in such manner as shall from time to time be determined by a resolution of the Board of Directors.

Section 9.4 Deposits. All funds of the Corporation and any other source of funds shall be deposited from time to time to the credit of the Corporation or a specified special fund, in such banks, trust companies, or other depositories as the Board of Directors may elect.

Section 9.5 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 Corporation, 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 of Directors 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 and the Custodian.

Section 9.6 Fiscal Year. The fiscal year of the Corporation shall be a fiscal year to be determined from time to time by the Board of Directors.

ARTICLE X - 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 XI - DEVOTION TO EDUCATIONAL AND CHARITABLE PURPOSES

All income and property of the Corporation shall be devoted exclusively to educational, cultural and humanitarian 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 Chapter, whether through its Board of Directors, its officers, agents or other party acting in its behalf to allow the income or property of the Corporation to inure to the private benefit of any incorporator, Director or Officer of the Corporation.

ARTICLE XII - DISSOLUTION

The Corporation may vote to dissolve and liquidate its assets according to the terms of Missouri Revised Statutes Chapter 355.666, provides that any resulting assets are distributed to People to People International to Not-For-Profit Corporations domiciled in Kansas City, Missouri; sharing one or more of the characteristics described in Article I of these Bylaws of People to People International is no longer in existence.

ARTICLE XIII - AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at the annual meeting of the Members or special meeting of the Members called for that purpose by the affirmative vote of two thirds majority of the Members in attendance. Notice of proposed amendments to the Bylaws shall be mailed by U.S. Mail or electronically to each member, along with a copy of such proposed amendments; at least twenty-one days prior to any meeting where amendments are to be considered and voted upon. Under extraordinary circumstances, the twenty-one (21) 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 XIV - CONFLICT OF INTEREST

If a voting Director, their spouse or family member, acts in a fiduciary, policy-making, or executive managerial capacity and/or has material financial interest in any for-profit or nonprofit business or organization that seeks to do business with the GKCPTP, 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 XV - ROBERT'S RULES of ORDER

All meetings of the Members, the Board of Directors, or any Committee of the Chapter, whether regular or special meetings, shall be conducted under the 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 an appointment of a qualified person.

These Bylaws supersede any previous Bylaws. These Bylaws were adopted by the members on the 18th day of April 2021.

Zahid Awan, President

Date

Karen Haber, 1st Vice President

Date

Larry Hedlund, 3rd Vice President

Date