BYLAWS

ARTICLE I
MISSION, POWERS AND LIMITATIONS

1.1 Name

The name of the organization shall be The Kansas City Metropolitan Bar Foundation (“Foundation”).

1.2 Mission

The Mission of the Foundation is to serve the community by creating, supporting or funding public service or educational programs which promote the administration of justice, delivery of legal services, professional development or respect for the law.

1.3 Powers

In furtherance of its mission, the Foundation may solicit grants and contributions, pay reasonable compensation for services rendered to or for the Foundation, receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors of the Foundation (“Board”), or the Executive Committee in accordance with Section 4.2, may from time to time determine, either directly or through contributions to any charitable organization or organizations, and otherwise engage in any lawful act or activity.

ARTICLE II
COMPOSITION

The Foundation shall have no members. Instead, the business and affairs of the Foundation shall be managed by a Board of Directors.

ARTICLE III
BOARD OF DIRECTORS

3.1 Number

The management of the affairs of the Foundation shall be vested in the Board of Directors. The members of the Board of Directors shall be the President, who shall be Chairperson; the Vice President, the Treasurer, the Secretary, and a Legal Advisor, (collectively, the "Officers"), the Immediate Past President, and twenty-four (24) Members-At-Large. The Officers shall serve for one (1) year terms. The President, Vice President, Secretary and the Immediate Past President shall be eligible to serve no more than two (2) successive one (1) year terms, and the Treasurer and the Legal Advisor may be eligible to serve unlimited successive one (1) year terms. The Members-At-Large shall serve staggered three (3) year terms such that in any year no more than eight (8) Members-At-Larges’ terms will expire, and Members-At-Large may be re-elected for unlimited successive three (3) year terms.

3.2 Lifetime Directors

The Nominating Committee shall be authorized from time to time and at its discretion to appoint Lifetime Directors who shall serve on the Board in addition to the duly elected Directors and who shall be invited to attend all meetings of the Board. The Lifetime Directors shall not have voting privileges at such meetings.

3.3 Qualifications

Each Director must be a Regular Member of the Kansas City Metropolitan Bar Association as defined in that organization’s Bylaws.

3.4 Election and Term of Office

On or before October 15 of each year, the Nominating Committee shall meet and make its nominations for Vice President, Treasurer, Secretary, Legal Advisor and any Member-at-Large of the
Board of Directors to be elected in that year. The Nominating Committee shall notify the Board of Directors of such nominations, not later than November 1.

The slate selected by the Nominating Committee shall be presented to the Board of Directors for approval at the Annual Meeting.

3.5 Annual and Regular Meetings

The annual meeting of the Board shall be held in November of each year to elect the Officers and Members-At-Large, and to transact such other business as may properly come before the Board at that meeting. Regular meetings may be held at such places, dates and times as are designated by the Board with notice to the Directors.

3.6 Vacancies and Newly Created Directorships

In the event of the death, disability, disqualification or resignation of the President during his or her term in office, the office of President shall be filled by the person then holding the office of Vice President. In the event of the death, disability, disqualification or resignation of the Vice President, Secretary, Treasurer, Legal Advisor or any Member-At-Large, the office of such individual shall be filled by nomination by a special committee and confirmed by the Board of Directors. Such special committee shall be appointed by the then President and shall consist of the President and four (4) Members-At-Large of the Board. In the event of the death, disability, disqualification or resignation of the Immediate Past President, the remainder of that individual’s term shall be filled by the immediate preceding Past President of the Foundation. Each Director so elected will hold office for the unexpired term of his or her predecessor in office.

3.7 Special Meetings

Special meetings of the Board will be held whenever called by the President or by twenty percent (20%) of the Directors then in office. Written or printed notice of each meeting will be delivered at least two (2) days prior to the date of the meeting to each Director, and will state the purpose(s), place, date and time of the meeting. Waiver by a Director in writing of notice of a special meeting, signed by the Director, delivered before or after the time of the meeting, will be equivalent to the giving of that notice. Attendance by a Director at a special meeting will be conclusively deemed to constitute a waiver of notice of the meeting of which the director had no notice (except when a Director participates in the meeting for the express purpose of objecting to the transaction of any business on the ground the meeting was not lawfully called or convened).

3.8 Meetings by Conference Telephone or Similar Communications Equipment

Unless otherwise restricted by the Articles of Incorporation, members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant hereto shall constitute presence in person at such meeting.

3.9 Written Consent

Any action, required or permitted to be taken at a meeting of the Directors may be taken without a meeting if all Directors consent thereto in writing.

3.10 Quorum and Vote

A quorum consists of one-fourth (1/4) of the Directors in office immediately before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board unless the vote of a greater number of Directors is required by law.

3.11 Resignation; Removal

Any Director may resign at any time by giving notice thereof in writing. Any such resignation will take effect upon delivery (if no date is specified) or as of its date, unless some other date is specified therein, in which event it will be effective as of that date. The acceptance of that resignation will not be necessary to make it effective. The Board of Directors may, with or without cause, remove one or more Directors.

3.12 Compensation

Directors will not receive any compensation for serving as a Director, but, if approved by the Board, may be reimbursed for their expenses for attendance at Board meetings. A Director may also
serve the Foundation in other capacities and receive compensation therefore.

**ARTICLE IV**

**COMMITTEES OF THE BOARD**

4.1 Appointment of Committees

The Board may authorize the creation of one or more committees of the Board. Each authorized committee shall have a Chair and one or more Directors, who are selected by the President and serve at the pleasure of the Board. Each committee will have such duties and authority as prescribed by the Board. The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, apply to committees of the Board and committee members as well.

4.2 Executive Committee

The President, Vice President, Secretary, Treasurer, Legal Advisor and Immediate Past President shall constitute an Executive Committee that may meet as necessary to manage the day to day affairs of the Foundation and to conduct business on behalf of the Foundation. The Executive Committee shall have the authority to conduct all of the business for the Foundation except for those acts for which the approval of the Board is specifically required by these Bylaws. Notwithstanding any other provision in these Bylaws to the contrary, the Executive Committee shall have full authority to enter into contracts and expend and collect funds in the furtherance of the usual and customary business of the Foundation, without prior Board approval, including specifically the planning and execution of the annual Liberty and Justice Gala. Additionally, the Executive Committee, upon the recommendation of such other committee invested by the Board with the responsibility of recommending grants to organizations which support the mission of the Association, may authorize and make such grants in amounts not to exceed $10,000 annually to any single organization or $50,000 annually to all organizations collectively, without prior Board Approval. All grants in excess of the amounts set forth herein must be approved by the Board of Directors in accordance with these Bylaws.

4.3 Nominating Committee

On or before September 15 of each year, the President shall select a five (5) member Nominating Committee. The Immediate Past President of the Foundation shall serve as the Chair of the Nominating Committee. The President-Elect of the Kansas City Metropolitan Bar Association shall be a member of the Nominating Committee. The President shall select the three (3) other members of the Nominating Committee from the Directors of the Foundation.

4.4 Audit Committee

The Foundation’s books will be subject to review each year by the Audit Committee of the Kansas City Metropolitan Bar Association, as that Committee is defined in said organization’s By-Laws.

4.5 Organization of Committees

The chairman of each committee will be chosen by the President. Each committee will elect a secretary who will be either a member of the committee or the Secretary of the Foundation. The chairman of each committee will preside at all meetings of such committee.

4.6 Limitations on Committee Authority

No committee shall have the power or authority to (1) adopt, amend or repeal the Articles or Bylaws, (2) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Foundation’s assets, (3) elect, appoint or remove Directors or, except as provided in Section 3.6 of these Bylaws, fill vacancies on the Board or on any of its committees, or (4) authorize distributions to Directors, Officers, agents or employees except in exchange for value received.

4.7 Record of Committee Action; Reports

Each committee will maintain a record, which need not be in the form of complete minutes, of the action taken by it at each meeting, which record will include the date, time, and place of the meeting, the names of the members present and absent, the action considered, and the number of votes cast for and against the adoption of the action considered. All actions by each committee will be reported to the Board of Directors at its meeting next succeeding
such action, such report to be in sufficient detail as to enable the Board to be informed of the conduct of the Foundation’s business and affairs since the last meeting of the Board.

4.8 Removal

Any member of any committee, or the whole committee, may be removed from such committee, with or without cause, by a resolution adopted by a majority of the Directors in office when the action is taken, or, except in the case of members of the Executive Committee, by the President.

4.9 Vacancies

Any vacancy in any committee may be filled by the President.

4.10 Other Committees

The Board may approve various committees of the members that serve the needs of the Foundation. The creation of such other committees and their activities must be approved by the Board. The President shall appoint the chairs of any such other committees.

ARTICLE V
OFFICERS

5.1 Elected Officers

The officers of the Association shall be the President, Vice President, Treasurer, Secretary and Legal Advisor who each shall serve for a term of one year or until their respective successors are elected and qualified. The terms of all officers shall commence as of January 1 following the Annual Meeting of the Foundation. No person shall hold more than one office at the same time.

5.2 Duties of President

The President shall, in addition to the duties otherwise prescribed herein, preside at all meetings of the Foundation. The President may execute all contracts, deeds and other instruments for and on behalf of the Foundation and will do and perform all other things for and on behalf of the Foundation as the Board authorizes and directs. The President will enjoy and discharge generally the rights, powers, privileges and duties as customarily relate and pertain to the office of President.

5.3 Duties of Vice President

The Vice President shall, in the absence or disability of the President, perform all functions of the office of President and perform such other duties as delegated to him or her by the President or the Board of Directors. Additionally, the Vice President shall have the responsibility for the planning and presentation of the annual Liberty & Justice Gala.

5.4 Duties of Treasurer

The Treasurer shall have charge of all funds and properties of the Foundation, and shall disburse the same only upon the authority of the Board of Directors or, if applicable, the Executive Committee in accordance with Section 4.2 of these Bylaws. The Treasurer shall report annually and more often if required. His or her accounts shall be audited at least annually. The Treasurer shall also perform such other duties as usually pertain to such office. The Treasurer will be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the Board to the custody of any person over whom he or she will have no direction or control.

5.5 Duties of Secretary

The Secretary shall generally oversee and coordinate the duties, functions and responsibilities of the substantive committees of the Foundation as directed by the President; shall supervise the keeping of minutes of the proceedings of the Board of Directors and of the Foundation; shall insure that proper notice of Board meetings is duly delivered; and may designate the administrative performance of such duties as usually pertain to the office. When authorized and directed by the Board, the Secretary will execute with the President all contracts, deeds, and other instruments for and on behalf of the Foundation. The Secretary will be the legal custodian of all records of the Foundation, the inspection of which will be permitted at all reasonable times by any Director or Officer of the Foundation. The Secretary will perform all other duties and discharge all other responsibilities which customarily relate and pertain to the office of Secretary.

5.6 Executive Director

The Foundation may employ an Executive Director who shall be selected by and serve at the pleasure of the Board of Directors. The Executive
Director will be empowered by the Board of Directors to determine the salaries and duties of all other employees of the Foundation.

**ARTICLE VI**

**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Foundation will indemnify and protect any Director or officer of the Foundation (and may indemnify and protect any other person) to the fullest extent permitted by the laws of the State of Missouri.

**ARTICLE VII**

**GENERAL PROVISIONS**

7.1 **Amendment**

These Bylaws may be altered, amended or repealed, and new bylaws may be adopted at any Annual Meeting of the Foundation, or at any special meeting called for that purpose, by a majority vote of the Directors present at such meeting; provided that adequate notice of any proposed alteration, amendment or repeal shall have been given. Any such amendment shall be effective upon adoption.

7.2 **Interpretation**

The terms “include”, “including” and similar terms will be construed as if followed by the phrase “without being limited to.” The term “or” has, except where otherwise indicated, the inclusive meaning represented by the phrase “and/or.” The words “hereof,” “herein,” “hereby,” “hereunder,” and similar terms in these Bylaws refer to these Bylaws as a whole and not to any particular provision or section of these Bylaws. The masculine gender, when used throughout these Bylaws, will be deemed to include the feminine.

7.3 **Electronic Communications and Signatures**

Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “written”, “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or “or executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. No Director may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files or electronic records are to be in writing or signed by the party to be bound thereby.

7.4 **Conflicts of Interest Policy**

The Board will adopt a Conflicts of Interest Policy to govern conflicts of interest situations that may arise from time to time among the Association, Directors, Officers, Foundation employees and agents.