

**FULLY AMENDED AND RESTATED
BYLAWS OF KANSAS PARENTS AS TEACHERS ASSOCIATION
A Kansas Not for Profit Corporation**

ARTICLE I. NAME

The name of the corporation is: Kansas Parents as Teachers Association (KPATA).

ARTICLE II. INCORPORATION

This organization is incorporated as a Not-for-Profit, Non-stock Corporation under the Kansas General Corporation Law and operates within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE III. PURPOSE AND MISSION

Purpose: KPATA is organized as a charitable and educational organization to support early childhood education programs in Kansas with a parent education component. The organization provides opportunities for networking, leadership, visibility, training, research and information to build quality programs throughout Kansas. KPATA may further engage in all lawful activities for which nonprofit corporations may be organized and for which they may operate under the General Corporation Law of Kansas and, in addition to the foregoing, shall further be authorized to engage in other charitable and educational activities consistent with an organization exempt from Federal Income Taxation under §501(c)(3) of the Internal Revenue Code, including provision of assistance and funds to other § 501(c)(3) organizations.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable and education purposes.

Mission: The mission of the KPATA is to be a leading force in the support, education and expansion of programs in Kansas (using the PAT curriculum), so that all Kansas children will develop to their fullest potential.

ARTICLE IV. KPATA MEMBERSHIP AND MEETINGS

Section 1. Membership.

Any interested person may become a member of KPATA upon payment of those membership dues established by the Board of Directors of KPATA from time to time. Members who are current with their dues payment shall be entitled to have a vote during

the annual meeting of the members, or at any other meeting of the membership, on those matters before the membership for vote, including election of the members of the Board of Directors.

Section 2. Eligibility.

All persons, regardless of race, religion, color, national origin, sex, age or handicap, may be members.

The corporation shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes. Any Member may be removed with or without cause whenever the Membership determines it to be in the best interest of the Corporation. Such removal shall require a majority vote of the full Membership made any annual, regular, or special meeting where notice of such removal is clearly stated in the notice of the meeting.

Section 3. Dues.

Dues are determined by the Board of Directors and are payable to the corporation. The fiscal year for the organization and annual period of membership is July 1 through June 30. Dues are to be paid by July 1 of each year. Dues must be current to vote and to hold position on the Board of Directors.

Section 4. Annual Meeting of Members.

The Board of Directors shall call an annual business meeting of KPATA. This meeting shall be announced at least one month in advance. The annual business meeting shall include the annual meeting of the membership as well as the annual meeting of the Board of Directors.

Section 5. Special Meetings.

Special membership meetings may be held within or without the state of Kansas upon not less than fifteen (15) days written or printed notice, delivered personally, or by mail or electronically to each member entitled to vote at such meeting. Special meeting notices must state the purpose or purposes for which the meeting is called.

Section 6. Voting.

Each member of the KPATA in good standing shall be entitled to one vote on each matter. A majority vote of all members in good standing will determine the adoption of any matter. Other than approval of a matter by unanimous written consent, all other

votes must be made at a meeting held in accordance with these bylaws, either by voice vote or in person.

ARTICLE V. **BOARD OF DIRECTORS**

Section 1. Authority and Responsibility of the Board of Directors.

The supreme authority of KPATA and the governance and management of the Corporation shall be vested in the Board of Directors. All of the powers, duties, and functions of KPATA as conferred by the Articles of Incorporation, these Bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by the Board of Directors.

The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction over the management, affairs and property of the Corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an Executive Committee and/or chief executive officer/president. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation and these Bylaws.

The Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any member, director, officer, or other private person or individual. Provided, however, any member, director, officer or other private person shall be entitled to reasonable compensation for services rendered to the Corporation.

Section 2. Composition.

The regular Board of Directors shall consist of a minimum of three (3) Directors. There is no limit on the maximum number of Directors. The number of regions and regional directors on the Board of Directors shall be determined by the Board, from time to time, with due consideration for adequate representation from all regions, as determined by the Board. In addition, the President shall vote only in case of a tie. The President shall preside over the board meeting and cannot make motions.

Section 3. Election and Tenure of Board of Directors.

Members of the Board of Directors shall hold office for a period of two years. Thereafter, the Directors shall be nominated and re-elected and qualified by vote of the Membership at the annual meeting of the members.

The President, President Elect, and Past President may not serve more than one consecutive term in the same office.

The remaining officers and Regional Directors may not serve more than two consecutive terms in the same office without approval from the current board of directors.

Section 4. Vacancies.

Any vacancy on the Board of Directors arising at any time and for any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors through nomination by the Board of Directors and subsequent vote and approval by the Board of Directors. Each Director so elected shall hold office until the next annual meeting of the Board of Directors.

Section 5. Resignation/Removal.

Any Director may resign at any time by giving written notice to the Board or to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of the acceptance thereof as determined by the Board of Directors or the President. Any member of the Board of Directors may be removed with or without cause at any time during his or her term at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of a majority of all of the Board of Directors, if notice of intention to act on such matter shall have been given in the notice calling such meetings. A removed director's successor may be elected at the same meeting to serve the unexpired term.

Section 5. Compensation.

The Board of Directors shall not receive remuneration or any compensation for their services as a Board member of KPATA. Officers may be reimbursed for their expenses incurred while carrying out the purposes of the corporation.

Section 6. Duties of the Board of Directors.

The Board of Directors shall exercise general supervision over the affairs of KPATA.

They shall be responsible for:

- A. Approving policy and overseeing the implementation of the policy.
- B. Approving policy statements issued on behalf of KPATA.
- C. Approving the annual budget.
- D. Ensuring fiscal and legal integrity of the corporation.
- E. Approving committee appointments composed in whole or in part of board members and members of KPATA.
- F. Regular attendance at Board meetings and Board sponsored events.
- G. Arrange for the annual membership meeting and any conferences.
- H. Planning and carrying into operation any measures they deem proper and expedient to promote the mission of KPATA.

Section 7. Duties of the Regional Directors.

The Regional Directors shall determine the need for and then schedule and lead (or coordinate the leadership) of any regional meetings or trainings. The Regional Directors are the link between their region and KPATA. They will assist in KPATA membership growth and help identify future Board of Director members. They oversee the management of any KPATA properties located within the boundary of their region.

Section 8. Committees of the Board of Directors.

By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among its members one or more Board Committees, including but not limited to an executive committee.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place of Meeting.

Meetings of the Board of Directors may be held at any place within or without the State of Kansas. No call shall be required for regular meetings for which a time and place have been fixed and all members of the board have been notified of same. Meetings may be held by telephone.

Section 2. Annual Meeting; Notice.

The annual meeting of the Board of Directors shall be held at such place as the Board of Directors shall determine on such day and at such time as the Board of Directors shall designate and in coordination with the annual meeting of the Members. Unless waived as contemplated in Section 5 of this Article, notice of the time and place of such annual meeting shall be given by the Secretary either personally, or by telephone, by mail, by facsimile or by email, return receipt requested.

Section 3. Regular Meetings; Notice.

Regular meetings of the Board of Directors may be held from time to time between annual meetings at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the Secretary either personally or by telephone, by mail, or by email, return receipt requested, in sufficient time for the convenient assembly of the directors.

Section 4. Special Meetings; Notice.

Special meetings of the Board of Directors may be called by or at the request of the President or by any two (2) of the directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the Secretary either personally, or by telephone, by mail, or by return-receipt email, in sufficient time for the convenient assembly of the directors.

Section 5. Waiver.

Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

Section 6. Quorum.

At meetings of the Board of Directors, a majority of directors then in office shall be necessary to constitute a quorum for the transaction of business.

Section 7. Vote Required for Action.

Except as otherwise provided in these Bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment and repeal of a Bylaw is provided for in ARTICLE XI of these Bylaws. Vacancies in the Board of Directors may be filled as provided in Article V of these Bylaws. In the event of any tie in voting, the President of the Corporation shall have the authority, exercised exclusively in his/her sole discretion, to cast the tie-breaking vote.

Section 8. Action by Directors Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

Section 9. Telephone and Similar Meetings.

Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE VII. NOTICE AND WAIVER

Section 1. Procedure.

Whenever these Bylaws require a notice to be given to any director, the notice shall be given as prescribed in Article VI. Whenever notice is given to a director by mail, the notice shall be sent first class mail by depositing the same in a post office or letter box, in a postage prepaid sealed envelope addressed to the director at his or her address as it appears on the books of the Corporation; and such notices shall be deemed to have

been given at the time the same is deposited in the United States mail. Notice shall be deemed to have been given by mail or email at the time notice is filed with the transmitting agency.

Section 2. Waiver.

Whenever any notice is required to be given to any director by law, the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE VIII. COMMITTEES

Section 1. Number and Election.

The Board of Directors may, in its discretion, appoint one or more committees of three (3) or more individuals, each to serve at the pleasure of the Board of Directors, including, but not limited to those Committees formally identified and created under these Bylaws.

Section 2. Authority of Committees.

Each such committee shall report to the Board of Directors and shall assume such duties as are assigned by the Board of Directors. Any action authorized to be taken by the committee which would otherwise be a full board level decision shall be effective as if it had been taken by the full Board of Directors. The President of KPATA may be an ex-officio member of any and all committees.

Section 3. Regular Meetings of Committees.

Regular meetings of any committee may be held at such time and place as the committee may provide from time to time.

Section 4. Special Meetings.

Special meetings of any committee may be called by or at the request of the President or by any member of the committee.

Section 5. Notice.

Notice of any special meeting of a committee shall be given at least twenty-four (24) hours previous thereto by written notice, telephone, return-receipt email, or in person. Neither the business to be transacted at, nor the purpose of, a regular or special meeting of the committee need be specified in the notice or waiver of notice of such meeting. A member of any committee may waive notice of any meeting of the committee. The attendance of a member at any meeting of the committee shall constitute a waiver of notice of such meeting, except where a member of the committee

attends a meeting of the committee for the express purpose of objection to the transaction of any business because such meeting is not lawfully called or convened.

Section 6. Quorum.

A majority of the members of any committee shall constitute a quorum for the transaction of business at any meeting of the committee; provided, however, that if fewer than a majority of the members of the committee are present at such meeting, a majority of the members of the committee present may adjourn such meeting from time to time without further notice.

Section 7. Manner of Acting.

The act of the majority of the members of the committee present at a meeting of the committee at which a quorum is present shall be the act of the committee, and the committee shall keep regular minutes of its proceeding, which shall at all times be open for inspection by the Board of Directors.

Section 8. Presumption of Assent.

A member of any committee who is present at a meeting of the committee at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless the dissent of such member of the committee shall be entered in the minutes of such meeting, or unless such member of the committee shall file a written dissent to such action with the person acting as secretary of such meeting before the adjournment thereof, or shall forward such dissent by registered or certified mail to the secretary of the Corporation immediately after the adjournment of such meeting. Such right to dissent shall not apply to a member of the committee who voted in favor of such action.

Section 9. Executive Committee.

A. Authority of Executive Committee

The Executive Committee shall have the authority to act for the Board of Directors between regular meetings of the Board of Directors. Such actions shall be reported to and ratified by the Board of Directors at the next meeting of the Board of Directors.

B. Executive Committee Members

The Executive Committee of KPATA shall be the President, President Elect, Vice-President, Past President, Secretary and Treasurer.

Section 10. Nominating Committee.

The Nominating Committee shall consist of members of KPATA, appointed by the Board of Directors. The President shall appoint the Chair of this committee. The Nominating Committee shall be tasked with nominating candidates to serve on the Board of Directors and presenting such nominations to the Membership for ultimate vote by the

Members. The Nominating Committee will also be tasked with providing nominations for candidates to fill vacancies on the Board of Directors as a result of resignation and/or removal.

ARTICLE IX. OFFICERS

Section 1. Number and Qualifications.

The officers of the Corporation shall consist of a President, a President Elect, a Secretary, a Vice-President, and a Treasurer. The Board of Directors shall, from time to time, create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation, but the Corporation shall not be required to have at any time any officers other than a, President, Secretary and Treasurer. One person may hold more than one office, other than the offices of President and Secretary.

Section 2. Election and Term of Office.

The officers of the Corporation shall be elected by the directors of the Corporation, and shall serve for a period of two years and until their successors have been elected and qualified in accordance with these Bylaws.

The President, President Elect, and Past President may not serve more than one consecutive term in the same office.

Section 3. Other Agents/Executive Director.

The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office at the pleasure of the Board, and shall have authority and perform such duties, and shall receive such reasonable compensation, if any, as the Board of Directors may, from time to time, determine. Such agents shall include an Executive Director who shall serve at the pleasure of the Board of Directors.

The Executive Director is responsible for administering the day to day operations and programming of the Corporation. The Executive Director is accountable to the Board of Directors and shall work closely with the Board to fulfill its objectives. The Executive Director, as authorized by the Board's fiscal policy, shall sign or delegate authority to sign checks and enter into agreements with the approval of the Board of Directors, which are necessary to carry out the objectives of the Corporation. The Executive Director may hire other staff members as the Board of Directors authorizes. The Executive Director shall be an ex officio, but non-voting member of the Board of Directors.

Section 4. Resignation.

Any officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof by the Board of Directors.

Section 5. Removal.

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors of the Corporation by majority vote of the Board, with or without cause, whenever in its judgment the best interests of the Corporation will be served thereby upon the vote of a majority of the Board of Directors.

Section 6. Vacancies.

A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

Section 7. President.

The President shall be a member of the Board, serving as Chairman of the Board, and shall preside over all meetings of the Board of Directors. He/she may sign, with the Secretary or any other proper officer or delegated signatory of the Corporation thereunto authorized by the Board of Directors, deeds, mortgages, contracts, checks, drafts, notes or other orders for the payment of money or other evidences of indebtedness and any other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, 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. The President shall also be authorized to sign any statements and reports required to be filed with state or federal officials or agencies. He/she shall have the power to appoint and remove such other assistants to the various elected offices of the Corporation as is necessary for the accomplishment of their duties. In general, he/she shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. President-Elect.

The President-Elect shall be a member of the Board and shall provide leadership for membership recruitment and retention of KPATA members.

Section 9. Vice President.

The Corporation may or may not choose to appoint one or more vice-presidents. Should it choose to appoint one or more vice-presidents, the sole or First Vice-President shall perform the duties of the President in the absence of the President or in the event of his/her death, inability, or refusal to act and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. Any such vice president

shall further be a member of the Board of Directors. Should no vice president be appointed or otherwise elected, the Treasurer shall perform the duties of the President when the President is unavailable due to his/her death, inability, or refusal to act.

Section 10. Secretary.

The Secretary shall:

- (a) keep the minutes of the meetings of the directors/-trustees in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law;
- (c) be custodian of the corporate records of Corporation;
- (d) may sign or countersign all checks, drafts and orders for the payment of money; and
- (e) 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 by the President, or by the Board of Directors.

Section 11. Treasurer.

The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall have supervision of the corporate funds and securities, and shall work with the chief executive officer and corporate staff to ensure a full and accurate accounting of receipts and disbursements of the Corporation, and shall deposit or supervise the deposit of all monies and all valuables in the name of and to the credit of the Corporation into depositories designated by the Board of Directors. The Treasurer may sign or countersign all checks, drafts, and orders for the payment of money and may pay over or dispose of the same under the direction of the Board of Directors and may sign or countersign all notes for other obligations of indebtedness of the Corporation.

ARTICLE X. INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

In addition to those protections contained in the Articles of Incorporation, in the event that any person who was or is a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against expenses, including attorneys' fees, and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, trustee, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee, or agent of another Corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine or cause to be

determined, in the manner provided under Kansas law, whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth under Kansas law; and, to the extent it is so determined that such indemnification shall be provided, such person may be indemnified to the fullest extent now or hereafter permitted by Kansas law.

Section 2. Indemnification Not Exclusive of Other Rights.

The indemnification provided in Section 1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Certificate of Incorporation or Bylaws, or any agreement, vote of members or disinterested directors, or otherwise as to action in an official capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 3. Insurance.

To the extent permitted or not prohibited by Kansas law, the Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee or agent of another joint venture, trust or other enterprise.

ARTICLE XI. **AMENDMENTS**

The Board of Directors of this corporation shall have the power to alter, amend, or repeal these Bylaws or adopt new Bylaws, subject to approval by the Membership through affirmative vote of the entire Membership at any annual, regular, or special meeting of the Members.

ARTICLE XII. **PARLIAMENTARY PROCEDURE**

The current Robert’s Rules of Order shall govern all KPATA meetings.

ARTICLE XIII. **DISSOLUTION**

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

CERTIFICATE

The undersigned hereby certifies that:

1. I am a duly elected and acting member of the Board of Directors of Kansas Parents as Teachers Association, a Kansas Non-stock, Not-for-Profit Corporation; and
2. The foregoing Bylaws consisting of 13 pages (including this certification) constitute the Bylaws of such Corporation as duly adopted by the Board of Directors on April 17th, 2020, and have not been amended or modified since that date.

IN WITNESS WHEREOF, I have executed this Certificate as of this 17th day of April, 2020.

Jacki Himpel

Signed