

BYLAWS OF SPECIAL OLYMPICS KANSAS, INC.

A Non-Profit Corporation
Pursuant to the Laws of the State of Kansas

ARTICLE V MEMBERSHIP OF THE BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of both voting and non-voting members, of which at least one voting member shall be a Special Olympics athlete. The voting membership shall not consist of less than fifteen members. Non-voting members are elected annually by a vote of the voting members of the Board of Directors.
- Section 2. New members of the Board of Directors shall be elected by a majority of the voting Directors then in office at each annual meeting of the Board.
- Section 3. All voting Directors shall serve three year terms. All voting members are eligible to serve a maximum of three (3) consecutive terms. Non-voting members shall serve one-year terms at the discretion of the voting members of the Board. Non-voting members are eligible to serve consecutive terms at the voting members' discretion.
- Section 4. Any member of the Board of Directors may be removed from office, for cause, at any meeting of the Board by affirmative vote of two-thirds of the voting Directors then in office. Removal of any Director from the Board, for cause, must be by a vote of two-thirds of the voting members then in office. Notice of the proposed removal shall be given to all Directors with the notice of the Board meeting. The Director, whose removal is to be considered, shall be given the opportunity to be present and to be heard at the meeting at which the removal is to be considered. The foregoing section may be altered to cover the removal of any officer from their position as an officer.
- Section 5. Any Director who shall fail to attend two meetings in any fiscal year of the Corporation without having given notice to an officer, the President/CEO or the Executive Director, in advance of the Director's inability to attend, shall be deemed to have offered their resignation from the Board. Such Director's position shall be deemed vacant upon acceptance by the Board of the deemed offer of resignation.
- Section 6. Any vacancy on the Board may be filled by the remaining voting Directors by election at any regular meeting of the Board.
- Section 7. The Board of Directors may not compensate Directors for their services as such, but may provide for the payment of any reasonable expenses incurred by Directors in attending regular and special meetings of the Board of Directors, committee meetings, and state games, and any other expenses that the Board may approve.

- Section 8. Each voting member of the Board of Directors shall be entitled to one (1) vote. Voting by proxy shall not be permitted.
- Section 9. If and when the required majority of the voting Board of Directors shall consent in writing to any action to be taken by the Corporation, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board of Directors.
- Section 10. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board of Directors may delegate all or any of the powers and duties of any officer to any other officer or Director.
- Section 11. There shall be an additional category of Board member known as Honorary Board Members who are elected annually for a one (1) year term by the Board of Directors. Honorary members shall be those members who may assist the Board by providing particular expertise in regard to any of the activities of the Corporation without committing to fulfill all the duties of a regular member of the Board. Honorary members shall not be subject to any attendance policy or be counted in determining if a quorum is present at a Board meeting. An Honorary member shall not be entitled to vote at Board meetings nor entitled to hold office.
- Section 12. There shall be a category of Board member known as a Board Member Emeritus who is nominated and elected by the Board of Directors. Board members emeritus shall be selected from those former Board members who have contributed outstanding service to the Corporation, while serving as a member of the Board of Directors. A Board member emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board of Directors meetings, and to attend all other events conducted by the Corporation. A Board member emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any meeting. The term of a Board member emeritus shall be permanent.

Article XV

Section 7. Board Recruitment and Retention Committee

The Board Recruitment and Retention Committee shall have a minimum of three (3) members, all of whom shall be Directors. It shall present to the Board of Directors nominations for Directors to be elected by the Board, and for Chair, Chair-Elect, Secretary and Treasurer. The Committee shall furnish information relating to the background and qualifications of all such nominees at least two (2) weeks prior to the Board meeting at which an election or appointment is scheduled to take place. The Committee shall maintain a profile of the backgrounds of current Board members, annually review the effectiveness and performance of officers and Directors, particularly those who are eligible for re-election, and develop and administer a program of orientation for newly elected Directors. The Committee shall report to the Board of Directors at the Annual Meeting and otherwise as circumstances require.