

Kamik5K.org Bylaws

ARTICLE I Name: The name of the corporation shall be *Kamik5K.org*

ARTICLE II Purposes:

The purposes of this non-profit corporation (hereinafter "**Kamik5K.org**"):

- A. **Kamik5K.org** shall operate under section 501(c)(3) of the United States Internal Revenue Code for charitable purposes including promoting education, offering amateur sports competition, creating awareness of community services and nonprofits, and soliciting donations to be directed towards sustaining itself and other local nonprofit organizations.
- B. **Kamik5K.org** shall build internal and external community, cooperation, and conservation by creating connections between local private, public, and not-for-profit organizations.
- C. **Kamik5K.org** shall sponsor, organize, and promote charitable fundraising events.
- D. To do, or cause to be done, any and all things necessary or convenient to accomplish the purposes herein.

ARTICLE III Constituents and Beneficiaries:

Section 1. No Membership: Pursuant to the **Articles of Agreement**, **Kamik5K.org** shall not have "*Members*" as that term is understood in Corporate Law. **Kamik5K.org** may, nonetheless, provide opportunities, host events, offer invitations, and engage in fundraising which may casually refer to "members" *vis-à-vis* a Community, however, such designation does not confer any voting or other rights within or from **Kamik5K.org**.

Section 2. Definition of Community: A *Community* is a physical or virtual community served by or financially supporting **Kamik5K.org**'s mission.

Section 3. Rights and Privileges. **Kamik5K.org** shall strive to serve the best interests of all Communities.

- a. Persons within a Community who are in agreement with the purposes of **Kamik5K.org** may nominate one or more Directors in accordance with **Articles IV** and **VIII**, herein.
- b. Persons within a Community who are in agreement with the purposes of **Kamik5K.org** may otherwise participate in **Kamik5K.org** activities and governance subject to the Board's reasonable discretion.

ARTICLE IV Board of Directors of Kamik5K.org: Founding Directors: The five (5) *Incorporators* of **Kamik5K.org** shall serve on the Board from the date of Incorporation and shall meet as needed until the first Annual Meeting.

Section 1. Number of Directors: The Board shall consist of at least five (5) and not more than eleven (11) Directors who support the purposes of **Kamik5K.org** and are otherwise qualified to serve.

Section 2. Nomination and Election or Appointment, of Other Directors:

- a. Sixty (60) days prior to **Kamik5K.org**'s Annual Meeting, the then duly acting Board shall nominate as many candidates as may be required to ensure at least the minimum board composition provided herein to be voted upon at the next Annual Meeting.
- b. For any one (1) or more nominations, a simple majority of the Board shall be required for the election of any Director.
- c. Upon thirty (30) days' notice, the Board may fill vacancies on the Board to be appointed by a simple majority vote of the Board at any Board meeting with appropriate quorum.
- d. The Board, by unanimous vote, may appoint a *Director Emeritus*, as a non-voting member of the Board, at its sole discretion.

Section 3. Terms of Office: The term of office shall be three (3) years; except that the term for the first elected Board shall be staggered at three years, two years, and one year as provided in the nominations.

Section 4: Vacancies: A vacancy on the Board shall be filled for the remainder of the term by appointment of the remaining members of the Board of Directors in accord with Section 4.c., above.

ARTICLE V Officers:

Section 1: Minimum Composition: **Kamik5K.org** shall be governed by the Board with at least the following officers: *Chairman, Vice Chairman, Treasurer,* and *Secretary* (any officer may also serve as *Treasurer*), The Board may elect other officers as may be appropriate, necessary, or convenient.

Section 2: Election by the Board: Officers shall be elected by the Board of Directors at the first meeting of the Board and subsequently by election following 30 days' notice to the Board. In any case, a simple majority vote of the Board at any Board meeting with appropriate quorum is required.

Section 3: Terms of the Officer: An Officer's term shall begin at their election and continue until a successor is elected or appointed by the Board.

Section 4: Vacancies: A vacancy in any office shall be filled for the remainder of the term through election by a simple majority vote of the remaining Board members.

ARTICLE VI Duties of Officers:

Section 1: The Chairman/Treasurer shall:

- a. Facilitate all meetings for the Board members.
- b. Be the primary channel of communication among the Board.
- c. Facilitate appointment of all committees.
- d. Be an ex-officio member of all committees.
- e. Pursue resources and opportunities according to the discretion of the Board.
- f. Strive to reach the goals and purposes of **Kamik5K.org**.

Section 2: The Vice Chairman shall:

- a. Conduct Board meetings in the Chairman's absence.
- b. Perform any other duties of the Chairman as assigned by the Chairman.

Section 3: The Treasurer shall:

- a. Be responsible for the collection, safekeeping, and disbursement of all funds and assets.
- b. Maintain financial records of all transactions for **Kamik5K.org**.
- c. Prepare and submit a financial accounting for **Kamik5K.org** as may be requested.
- d. Prepare and timely file appropriate or required forms, returns, and reports to/for the IRS and Attorney General's Office on behalf of **Kamik5K.org**

Section 3: The Secretary Shall:

- a. Maintain all corporate records.
- b. Keep record of all names, addresses, and other relevant constituent information.
- c. Take notes as well as draft, distribute, and maintain meeting minutes and voting records.
- d. Maintain and safeguard all **Kamik5K.org** documents such as: press releases, flyers, newsletters, announcements of programs/activities or any other pertinent information.
- e. Be responsible for, prepare, execute, deliver, and maintain a record of, as directed by the Board, all Resolutions, official correspondence, notices, and other documentation of **Kamik5K.org's** activities.

ARTICLE VII Meetings:

Section 1: Board of Directors: The Board shall meet, in person or real-time electronic conferencing, at least three (3) times a year. The time and place shall be determined by the Board.

Section 2: Quorum: Business can only be conducted when a quorum is present. A quorum for the Board shall be a simple majority of the then acting Board.

Section 3: Annual Meeting: The annual meeting of **Kamik5K.org** shall be held during the Last 2 Weeks of September. The Agenda shall be set by the Board and the following shall take place at such meeting:

- a. The President and Treasurer shall present annual report(s).
- b. Officers and Directors shall be elected.
- c. Consideration of constituent proposition items provided:
 - i. Proposition is received by the Board 60 days in advance
 - ii. Representative(s) of the proponent are present
- d. Conduct other such business as may be necessary, convenient or advisable.

Section 4. Special Meetings: Special Board Meetings may be called by the President or any two (2) members of the Board of Directors. Unless notice is waived by all members of the Board of Directors, notice of any special meeting, including date, time, place and agenda, must be given at least seven (7) days in advance. Notice may be in writing or by electronic communication, including electronic mail.

Section 5: Notice: Unless otherwise provided within the **Articles of Agreement** or these **Bylaws**, Notice shall be sufficient when:

- a. it is sent by First Class US Mail or eMail to a Director's address as provided to the Secretary; and
 - b. is thirty (30) days in advance of an action to be taken or an event that is to take place; and
 - c. it contains the date, time and place for a meeting or a vote as well as a description of the purpose of the meeting or the vote or other business to be discussed. The content of the Notice shall be presumed to be sufficient unless, after an objection is made, a two-thirds (2/3) majority of the Board rebuts the presumption and requests reconsideration.
- OR d. it is waived by the affected party(ies).

Whenever a properly noticed vote or action is postponed, continued, or delayed, a verbal announcement to those present shall constitute sufficient notice for the rescheduling of the vote or action.

Section 5: Conduct of Meetings: Robert's Rules of Order as modified by agreement of the Board shall govern the proceedings of **Kamik5K.org** Meetings unless they are in conflict with the **Articles of Agreement** or these **Bylaws**.

Section 6: Proxies and Actions without a Meeting:

- a. Proxy voting is not permitted.
- b. The Board may take action by a **Consent in Lieu of Meeting** provided that
 - i. No Board member objects procedurally to the Consent in Lieu of Meeting
 - ii. Appropriate Notice has been provided as may be required
- c. The following business and actions cannot be conducted by a Consent in Lieu of Meeting:
 - i. Approval of the Annual Budget
 - ii. Actions required by the IRS, the Attorney General, or other legal authority
 - iii. Consideration, review, or acts concerning personnel matters.

Section 7: Voting Requirements: All voting:

- a. Must be preceded by sufficient Notice.
- b. Must take place as scheduled or rescheduled according to these Bylaws.
- c. May be a voice vote unless a motion is adopted for that vote to be made otherwise.
- d. Shall require three-quarters majority of the Board voting for personnel matters
- e. Shall require two-thirds majority of the Board voting for Annual Budgets.
- f. Shall require two-thirds majority of the Board for recommending amendments to Bylaws.
- g. Shall require two-thirds majority of those Members voting to amend these Bylaws.
- h. Shall require two-thirds majority of those voting for a constituent Proposition
- i. Shall require only a simple majority of those voting for all other matters.

ARTICLE VIII Funds and Liability

Section 1: All funds shall be deposited to the account of **Kamik5K.org** Inc. and shall be disbursed by the Treasurer or a co-signer designated by the Treasurer.

Section 2: No officer of **Kamik5K.org** shall have attached any personal liability to **Kamik5K.org** in connection with any of its undertakings.

Section 3: No part of the funds of **Kamik5K.org** shall benefit any individual of **Kamik5K.org** except that **Kamik5K.org** may pay reasonable compensation for services rendered, contractual obligations, and to make any payment in furtherance of the purposes of **Kamik5K.org** as provided within each Annual Budget.

Section 4: Upon dissolution of **Kamik5K.org** after paying or making provisions for the payment of the liabilities of **Kamik5K.org**, any remaining assets shall be disbursed to **NH Hampshire Charitable Foundation** or as may be directed by the State of New Hampshire, Department of Justice, Office of the Attorney General, Charitable Trusts Division, in accordance with Article 4 of the "Articles of Agreement" and the United States' Internal Revenue Code.

Section 5: The fiscal year for **Kamik5K.org** shall be January 1st through December 31st.

ARTICLE IX Amendments to Bylaws: These Bylaws may be amended, with thirty days' prior notice in accord with **Article VII** Section 5. at the Annual Meeting by a two-thirds majority vote, a quorum being present.

ARTICLE X Prohibited Activities:

Section 1. **Kamik5K.org** and Members, Officers or Directors acting on its behalf shall not finance, promote or oppose the candidacy of any person seeking election to public office and shall not participate or intervene in any campaign on behalf of any candidate for public office.

Section 2. **Kamik5K.org** shall not conduct or carry on any activities, including the expenditure of funds, not permitted to be conducted or carried on by a tax exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Article XI Indemnification of Directors: **Kamik5K.org** may indemnify each and every person against any and all expenses and liabilities incurred by such person or imposed on such person in connection with any claim, action, suit or proceeding (whether actual or threatened, brought by or in the right of **Kamik5K.org** or otherwise, civil, criminal, administrative or investigative, including appeals) to which such person may be or is made a party by reason of such person's being or having been a director, officer, or employee of **Kamik5K.org**, or at its request of any other corporation, whether for profit or not for profit; provided, however, that there shall be no indemnification in relation to matters as to which such person shall be adjudged in such claim, action, suit or proceeding to be liable for such person's own negligence or misconduct in the performance of such person's duty to **Kamik5K.org** or such other corporation and, in the case of any criminal action or proceeding, that such person had reasonable cause to believe such person's conduct was unlawful.

Adopted this 3rd Day of August, 2020



Mark Bonta, Secretary