



KENTUCKIANA **AIDS** ALLIANCE
One Partnership. Endless Possibilities.

BYLAWS OF THE

**Kentuckiana AIDS Alliance, Inc.
DBA Louisville AIDS Walk**

ARTICLE I

NAME, OFFICE, STRUCTURE

The name of the corporation shall be Kentuckiana AIDS Alliance, Inc. (hereinafter referred to as the “Corporation”). The Corporation shall function as an Umbrella Agency, or Coalition, of its member organizations.

ARTICLE II

MEMBERSHIP

(A) Eligibility. Organizations and individuals meeting the eligibility criteria set forth below are eligible for membership.

Member Organizations: Any community-based organization, governmental entity, or religious entity which:

- 1) allocates a portion of its annual operating budget to direct client services and/or education to persons affected by HIV/AIDS; and
- 2) holds an organizational mission which is congruent with and supportive of the Kentuckiana AIDS Alliance mission; and,
- 3) provides ongoing services or education in Bullitt, Henry, Jefferson, Oldham, Shelby, Spencer, Trimble counties in Kentucky or Clark, Floyd, Jefferson, Scott and Harrison counties in Indiana.

Individual Members: Any individual who believes in the KAA Board Mission.

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(B) Process. The eligible community-based organization, governmental entity, religious entity or individual can join as a member by signing up on the organization's website.

(C) Continued Eligibility. The membership of a Member Organization or Individual shall continue year to year without need for renewal or reapplication until such time that the Member Organization or Individual:

- 1) Fails to meet the eligibility requirements; or
- 2) Voluntarily withdraws its membership

(D) Modifying Eligibility Requirements. If at any time, two-thirds (2/3's) of the total number of voting members of the Board of Directors deem it necessary to specify additional standards for eligibility for initial or ongoing membership in the Corporation, the President shall appoint a committee of three (3) or more Directors to recommend such criteria to the full Board. In conjunction with such action, the appointed committee shall develop notification, removal, review and grievance procedures for Member Organizations and Individuals that do not meet the eligibility criteria, as well as recommended remedial actions and time frames.

(E) Current Member Organizations. The Secretary shall maintain a list of the members.

- 1) **Membership Rights:** Each member is entitled (upon request) to minutes of the regular meeting of the Director's meeting and notification of significant changes to bylaws and policy.

Termination of Membership

The Board of Directors may suspend or terminate the membership of any member for good cause. Good cause includes actions detrimental to the best interests of the corporation. Notice of intent to remove must be sent to the member in question at least fourteen (14) days prior to the meeting at which such action is to be taken. Said notice shall give reasons for removal. A majority vote of directors present, a quorum being present shall be required for removal.

Resignation

Any member may resign by filing a written resignation with the Secretary.

Reinstatement

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE III

PURPOSE AND MISSION

The purpose of the Corporation shall be:

To provide a forum and formal structure by which it may initiate, collaborate, and support ongoing and future HIV/AIDS programs and services in order to prevent a duplication of efforts and gaps in those programs and services to support individuals affected by HIV/AIDS. Our mission is to serve as an alliance of providers and advocates united together to improve and support HIV services in the Kentuckiana area.

ARTICLE IV

NON-PROFIT STATUS, CAPITAL STOCK, RESTRICTIONS

The Corporation shall be a voluntary, non-profit corporation organized under the provisions of Chapter 273 of the Kentucky Revised Statutes. The Corporation shall have no capital stock and no stockholders.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes of the corporation.

No substantial part of the activities of the corporation shall be the carrying on of propaganda of any political campaign, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any activities not permitted to be carried on by:

1. a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code: or
2. a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Membership, hiring, and provision of services shall be open to all without discrimination as to sex, age, race, religion, sexual orientation, gender identity, veteran status, disability, HIV status, country of origin, or any other basis not relevant to the Corporation's purpose, mission, or policy guidelines.

ARTICLE V

DURATION AND FISCAL YEAR

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The period of duration of the Corporation shall be perpetual.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE VI

BOARD OF DIRECTORS

(A) Composition: The Board of Directors shall consist of:

- 1) Four to Five Executive Officers (including President, Vice President, Treasurer, and Secretary, plus the previous president will serve for a term of 1 year to aid in the transition of power)
- 2) A minimum of four and a maximum of thirteen At-Large Directors
- 3) At any given time, the composition of Board of Directors must include 25% people of color and 25% people living with HIV

(B) Qualifications: Board members must be designated voting representatives of member organizations or individual members of KAA. No organization shall be represented more than once.

(C) Election:

1. Election and installation of the Officers and At-Large Directors shall take place at the Annual Meeting of Members or as vacancies need to be filled.
2. Elections shall take place each year for designated positions when possible so that the Board of Directors term shall be staggered according to the following:
 - a. President, Vice President and one At Large Director are elected in one year
 - b. Secretary, Treasurer and one At Large Director are elected in the following year
3. Election shall be by a plurality vote with each board member entitled to cast up to as many votes as there are vacancies to be filled with no more than one (1) vote going to any candidate.
4. Election shall be by secret ballot unless the Board votes by a simple majority, a quorum being present, to dispense with a secret ballot and vote by other means.
5. Exiting president will serve as executive board member for period of one year to assist with transition.

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(D) Term of Office and Term Limit

Each Director shall serve a two-year term and until his or her successor shall be elected and qualified. Directors may serve no more than two consecutive terms.

(E) Vacancies

Any vacancy occurring in the Board of Directors may be replaced at subsequent board meetings through a majority vote.

(G) Compensation. Directors of the Board shall serve without compensation.

(H) Meetings. Meetings of the Board of Directors shall be on a regular basis as established by the Board. Members are welcome to join the meeting upon request and are entitled to meeting minutes upon request.

(I) Duties. The property and affairs of the corporation shall be managed and controlled by the Board of Directors. It shall be the duty of the Board of Directors to procure and maintain adequate liability and hazard insurance on property owned by, or for activities conducted under the direction of the Corporation, to the extent that such insurance shall be deemed necessary and shall be readily available at a reasonable premium, as determined by the Board of Directors. All insurance coverage shall be written in the name of, and the proceeds shall be payable to the Corporation, and insurance proceeds payable as a result of property damage shall be used by the Corporation for the repair or replacement of the property for which the insurance was carried.

(J) Informal Action by Directors

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE VII

OFFICERS

The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Each Officer shall hold office for a term of two years and until such Officer's successor shall be duly elected or until such Officer's death, resignation, or removal from office or the board. Election or appointment of an Officer or agent shall not of itself create contract rights. Executive Officers have the ability to spend up to \$500 without approval from the rest of the board. In this instance, there must be majority approval from the officers, and board members must be updated at the next Board of Directors meeting. Any Officer may be eligible for re-election but may serve no more than two consecutive terms of office.

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The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts or 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 the 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, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The Board of Directors may confer like powers on any other person or persons.

In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President, or an individual Board Member designated by the Vice President, shall be the contact person for all personnel issues. The Vice President shall perform such other duties as the President, or the Board of Directors may assign.

The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation, (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, and other depositories as shall be selected in accordance with the provisions of these Bylaws, and (c) in general, perform all the duties incident to the office of Treasurer and such other duties as the President of the Board of Directors may assign. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

The Secretary shall (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose, (b) keep policies and procedures approved by the Board of Directors in a separate book provided for that purpose, (c) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (d) be custodian of the corporate records and of the seal, if any, of the corporation, (e) keep a register of the mailing address, phone number, and demographic information of each Director, and (f) in general, perform all duties incident to the office of Secretary and such other duties as the President or the Board of Directors may assign.

The Officers of the Corporation shall serve without compensation.

ARTICLE VIII

RESIGNATION, REMOVAL

Explanatory Note: Provisions for removal of directors are treated differently from removal of officers in the Nonprofit Corporation Act. Removal provisions for directors must be set forth in the articles of incorporation. The KAA Articles of Incorporation provides "a director may be removed from office by majority vote of the board of directors, with or without cause." However, if the bylaws are amended to provide that officers are to be elected directly to the board by membership, the articles of incorporation

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provision will have to be amended. Officers may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the corporation will be served thereby. The language suggested below on officer removal is designed to be consistent with membership right to elect officers.

A. Officers. Any Officer or agent may be removed by the membership whenever the best interests of the corporation will be served thereby.

The Officer proposed to be removed shall have been notified of the proposed action not less than fourteen (14) days prior to the date of the meeting at which such action is to occur. The Board may suspend an officer's powers and authority during the removal process.

Any Officer of the Corporation may resign at any time by giving written notice to the President or Secretary of the Corporation, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(B). At-Large Representatives. An At-Large director may be removed from office by majority vote of the board of directors, with or without cause.

ARTICLE IX

COMMITTEES

In General Committees shall be established and charged as deemed necessary by the Board of Directors. Committees shall make reports to the Board as the board may require. No committee chair or member may act on behalf of or as a representative of the Board or the Corporation in any matter without such action having first been approved or ratified by the Board. A list of the current committees will be kept by the Secretary.

Standing Committees

Secretary to maintain a current list of all standing committees.

Special Committees

The Board of Directors may from time to time establish any special committees that it deems necessary and set the term of office and other rules for the operation of said committee.

Organization

- A. The Committee Chairperson shall be responsible for presiding over committee meetings, for the conducting of a committee's business, and for reporting on committee business, activities, and recommendations to the Board of Directors at each regularly scheduled Board meeting following a committee meeting.

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- B. Committees shall meet upon the call of the respective Chairpersons or upon request of the President.
- C. A quorum of any Committee shall be made up of a majority of its members.
- D. Any committee with Board-delegated powers shall consist of no less than two directors and shall comply with the requirements of KRS 273.221.
- E. The Board of Directors shall appoint the members and chairpersons of committees.
- F. Online voting is allowable with a minimum of 48 hours to respond. If enough members respond to meet quorum the action may take place.

ARTICLE X

CONTRACTS, LOANS, CHECKS AND DEPOSITS

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contracts and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances but shall, in all events, be conferred by a resolution of the Board of Directors.

No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in the Corporation's name, unless authorized by a resolution of the Board of directors. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to its Officers or Directors.

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers or agent or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies, and other depositories as the Board of Directors may select.

ARTICLE XI

MEETINGS

Membership Meetings

There will be at least one membership meeting each year.

Special Meetings

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Special meetings of the members may be called by the President or the Board of Directors.

Notice of Meetings

Written notice stating the place, day, and hour of any meeting of members shall be e-mailed not less than 14 days before the date of such meeting.

Board of Directors Meetings

The Board of Directors shall hold regular monthly meetings at the time and place specified at the previous meeting. Exceptions or changes in the time and/or place of meeting shall require notice to the Board Members prior to such meeting.

Special meetings of the Board of Directors may be called by the President, Vice President, or a majority of the Board of Directors, provided that all Directors have been given written notice at least five (5) working days prior to such meeting. Such written notice shall include the date, time, place, and purpose of such special meeting, and who is calling it. Only such business as stated in the notice may be transacted at the special meeting.

No less than one-third (1/3) of the Board's voting members must be present in order to constitute a quorum for the transaction of any business at any meeting of the Board of Directors, provided, however, that if less than a quorum of the directors are present at any meeting, a majority of the directors present may adjourn the meeting without further notice.

Voting by proxy or absentee ballot is prohibited at any meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all of the Directors shall sign a written consent setting forth the action so taken. Such consent shall have the same force and effect as a unanimous vote at a meeting.

Waiver of Notice - Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XII

STAFFING

The Board may employ a paid staff of one or more employees who are directly responsible to, and who serve at the discretion of the board. The staff shall have responsibilities as assigned by the board, which may include but shall not necessarily be limited to the day-to-day operations of the physical plant of the corporation and the training and management of the volunteer work force.

A staff member designated by the Board shall attend such Board meetings and committee meetings as the board shall deem appropriate.

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No staff employee may be an At-Large representative Board Member or otherwise serve on the Corporation's Board or on the board of any Member Organization.

ARTICLE XIII

INDEMNIFICATION

Each person who is or was a member, director, trustee, officer, or employee of the corporation, whether elected or appointed, and each person who is or was serving at the request of the corporation as a member, director, trustee, officer, or employee of another corporation, whether elected or appointed, including the heirs, executors, administrators, or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes, or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, director, trustee, officer, or employee or arising out of such person's status as a member, director, trustee, officer, or employee; provided, however, no such person shall be indemnified against any such liability, cost, or expense incurred in connection with any action, suit, or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit, or proceeding in advance of its final disposition; provided however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such persons is not entitled to such indemnification. Any repeal or modification of this article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the corporation within 90 days after a written claim has been received by the Corporation, the member, director, trustee, officer, or employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost, or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost, or expense under the Kentucky Nonprofit Corporation Acts or under this article, but it shall not be obligated to do so. The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of members or board of directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article that shall not have been invalidated or by any other applicable law.

ARTICLE XIV

BUSINESS MATTERS

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No Officer or employee shall obligate the Corporation beyond the limit of items in the approved budget without specific authority in writing from the Board.

The Board shall consider and adopt an annual budget.

ARTICLE XV

DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the appropriate court of Jefferson County in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVI

INSPECTION OF CORPORATE RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors; and shall keep at its registered office or principal office in this state a record of the names and addresses of its members entitled to vote. All books and records of the Corporation may be inspected and copied by any member, or the member's agent or attorney, for any proper purpose at any reasonable time. When required by law, the Corporation shall comply with any applicable public inspection laws including the Kentucky Open Records Act and the Internal Revenue Code.

ARTICLE XVII

BYLAWS

A copy of the Bylaws shall be made available to each board member or general member upon request.

The Bylaws shall be reviewed every two years.

These Bylaws may be amended or revoked by the affirmative vote of a majority of the Board Members at any regular or special meeting of the Board of Directors; provided, however, that no vote shall be taken on a bylaw amendment unless all Board Members shall have been given notice, in writing and at least five (5) working days prior to the meeting at which such change is to be considered, of the substance of the text of such proposed change.

Adopted this 12th day of October 2020.

BYLAWS OF KENTUCKIANA AIDS ALLIANCE, INC.

ADOPTED 10/12/2020

Matthew Darling
President, Board of Directors