

Bylaws of the
KANSAS CITY ARCHITECTURAL FOUNDATION
A Missouri Not-For-Profit Corporation

ARTICLE I

Offices

The principal office of the corporation in the State of Missouri shall be located at Kansas City, Missouri, with the same principal address as that of the American Institute of Architects, Kansas City Chapter. The corporation may have such other offices, either within or without the State of Missouri as the activities of the corporation may require from time to time.

ARTICLE II

Purpose

The purpose of the Kansas City Architectural Foundation shall be those nonprofit purposes stated in its Articles of Incorporation including, but not limited to, the encouragement of public awareness, appreciation and enjoyment of the built environment. The Kansas City Architectural Foundation accomplishes this mission by supporting and sponsoring individuals, groups and organizations with educational and other programs appropriate to this purpose and by developing and executing activities of its own pursuant to the powers set forth below.

ARTICLE III

Board of Directors

Section 1: The corporation shall not initially have members as such, although the board of directors, by a majority vote, may establish a class or classes of membership, none of which memberships shall have any voting rights. The corporation shall have a self-perpetuating board of directors.

Section 2: The number of directors of the corporation shall be thirteen (13), at least four (4) of whom shall be architects and one (1) whom shall be the immediate ex officio past President of the American Institute of Architect (AIA) – Kansas City Chapter. As the first order of business of the meeting at the annual meeting of the board, the board of directors shall elect one third (1/3) of the directors (and any positions that may be vacant) from a slate of qualified persons nominated by the board. Each term of office, except for the ex officio AIA immediate past President, shall be for three years. The ex officio AIA board member term shall be limited to one (1) year. Any director whose term is about to expire may be elected to succeed himself/herself, but in no case shall a director serve more than two (2) full, successive terms. Retiring directors are eligible for re-election after one (1) year from their last service on the board.

Section 3: The board of directors is vested with all powers and authorities, except as may be expressly limited by law, the Articles of Incorporation or these Bylaws, to supervise, control, direct, and manage the property and affairs of the corporation.

Section 4: The board shall, not less frequently than annually, determine the distribution of funds and direct the trustee or custodian to make payments to the person(s) and/or organization(s) determined by the board.

Section 5: The presence of seven (7) members of the board (or one-half plus one of the number of board members currently serving, where the total board is comprised of less than thirteen members) shall be a requisite for and shall constitute a quorum for the transaction of business at all meetings. The act of a majority of the directors present at a meeting at which a quorum is present shall be valid as the act of the board of directors except those specific instances in which a larger vote may be required by law, by the Articles of Incorporation, or these Bylaws.

Section 6: Each director present in person, by telephone or by proxy at any meeting shall be entitled to cast one (1) vote on each matter coming before such meeting.

ARTICLE IV

Officers

Section 1: The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the board of directors may elect from the members of the board of directors. The term of each office shall be one (1) year and officers shall serve until their successors are fully elected and qualified. Vacancies in offices shall be filled by the board of directors at the next meeting of the board and the persons so elected shall serve until the next annual meeting of the board and until the successor is duly elected and qualified.

Section 2: The President shall be the Chief Executive Officer of the corporation and shall, in general, supervise the affairs of the corporation and shall preside at all meetings of the board of directors. Subject to the direction of the board of directors, the President shall have the power to sign all contracts and other instruments binding the corporation.

Section 3: In the absence of the President or in the event of inability or refusal to act, the Vice President shall perform the duties of the President.

Section 4: The Secretary shall keep the minutes of the board of directors' meeting, provide all notices, serve as custodian of the corporate records and seal of the corporation, affix the seal to those documents requiring it to and perform all other duties incident to the office of the Secretary.

Section 5: The Treasurer shall have the charge and custody of and be responsible for all funds and securities for the corporation and in general perform all the duties incident to the office of the Treasurer.

ARTICLE V

Committees

Committees not having the authority of the board of directors in the management of the corporation may be designated by a resolution or adopted by a majority of directors present at a meeting at which a quorum is present. The President shall appoint the members of any committee, at least one member being a member of the board of directors.

ARTICLE VI

Records and Meetings

The annual meeting of the board of directors shall be held on the third Thursday of October, or as otherwise determined by the board, at the offices of the corporation. In addition to the annual meeting, the board of directors may hold regular meetings at such time and place as may be determined from time to time by resolution of the board. Notice stating the place, day and hour of the meeting shall be given to each director not less than five (5) days before the day of the meeting unless such notice is waived in writing or by attendance at the meeting.

At the conclusion of the annual meeting, the board shall vote upon and approve the transfer of the permanent records of the Foundation generated in the current fiscal year to the Western Historical Manuscript Collection – Kansas City. Following donation and transfer, the records will be permanently owned and preserved as the historical records of the Society.

ARTICLE VII

Amendments

The Bylaws of the corporation may from time to time be altered, amended, suspended, or repealed or new Bylaws may be adopted, by a resolution adopted by a majority of the full board of directors at a meeting thereof.