

By-Laws Health Options that Matter of Kansas City (HOMKC)

ARTICLE I Board of Directors

1. The affairs of Health Options that Matter of Kansas City, Inc. corporation shall be managed by its Board of Directors.
2. The members of the Board of Directors shall serve terms as defined-a) Individual board members serve on the board for a three-year term and may be re-elected for one additional consecutive term or an unlimited number of non-consecutive terms each after a minimum of one year off.
3. Expiration of a term shall be defined as:a) The written resignation of a director;b) The death of a director;c) The termination of any director if that person displays incompetence or if their membership is persistently obstructive to the activities of the organization and if agreed upon (unanimously) by the remaining directors.d) The end of the period of a term.
4. Additional board members may be appointed as necessary by the existing Board of Directors.

ARTICLE II Officers

1. The officers of Health Options that Matter of Kansas City, Inc. shall be the President, Secretary, and Treasurer, who shall be elected by the Board of Directors from its own membership for a term of one year or until their successors are elected and qualified.
2. Nominations and election of officers shall take place at the annual meeting. Each officer shall be selected by a majority vote of all Board Members.
3. If an officer is unable to complete their term of office for any reason, the Board shall appoint another board member to fill the vacancy until the next annual meeting or until a successor is elected and qualified.
4. The duties of the officers are as follows:
 - President 1. The president or his/her nominee shall preside at all meetings of the Board of Directors and shall ordinarily convene all meetings and direct the consensus decision-making process. The president shall have no authority to carry out any business agreements without the approval of the Board of Directors.
 - Secretary 1. The secretary or his/her nominee shall attend all meetings of the Board of Directors and shall record the minutes in a permanent manner and shall, when required perform a like service for all committees. The Secretary shall give proper notice or notices of any meeting as required by the Board of Directors and shall prepare all agendas for annual and regular meetings in collaboration with the President and Staff.
 - Treasurer 1. The treasurer shall be responsible for general review of the banking, financial, and accounting functions of the Corporation and shall keep at all times a full and complete record of all receipts and disbursements. 2. The treasurer shall see that a full and complete, accurate report of the affairs of the corporation and its financial condition is submitted for each fiscal year. The Treasurer shall periodically report to the Board of Directors concerning the significant financial issues which impact the corporation.

ARTICLE III Meetings

1. An annual meeting of the Board of Directors shall be held on the first working Monday of each year at the principal office of the corporation, or upon such other day and in such place, within or without the state, as may be provided by resolution of the Board of Directors for the purposes of appointing any new directors and nominating officers, and for the transaction of such other business as may come before the meeting.
2. Notice of the annual meeting shall be given in writing to all members of the Board of Directors at least five (5) days before the date of such meeting; the time, date, and place of such meeting shall be stated in the notice as well as the proposed agenda.
3. Special meetings of the Board of Directors may be called at any time by any member of the Board upon written notice to each member of the Board at least three (3) days before the date of such meeting, or may be held at any time or place without written notice by unanimous consent of all members of the Board.

ARTICLE IV Quorum

1. A majority of the Directors shall constitute a quorum for the transactions of business at any meeting of the Board of Directors.
2. Decisions of the Board shall be determined by majority vote of at minimum a majority of the Board, except Board of Directors membership or corporate articles or by-laws amendments which require a 2/3 decision by the Board of Directors membership. A director of the Corporation shall be presumed to have assented and consented to the action taken on any corporate matter at a Board of Directors meeting at which the director is present.
3. Votes may be cast in person or by proxy, conference call, mail, or electronic mail if board member is unable to participate in person.

Article V Executive Director

1. The Executive Director shall serve as the Chief Operating Officer and shall manage the Association offices and its staff subject to direction of the Board and approved policies.
2. The Executive Director shall serve at the pleasure of the Board within the provisions set forth in the Articles of Incorporation and Bylaws, and the Policy and Procedures Manual.

ARTICLE VI Declaration of Policy

1. Responsibility and authority for any declaration of Corporation policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board of Directors and its representative, the Executive Director. The Executive Director is hereby authorized, for and on behalf of this Corporation, to transact any and all business of this Corporation, and have full authority to endorse any contracts and agreements and to execute any and all legal instruments binding this Corporation.