

Association Bylaws

Amended by CCNI Membership January 12, 2021

ARTICLE I – Name & Location of Corporation

Section 1. Name. The name of this organization shall be CHRISTIAN COACHES NETWORK INTERNATIONAL hereinafter referred to as the Association, a not-for-profit association incorporated in the State of MISSOURI on December 2, 2014.

Section 2. Location. A registered office of the Association shall be in the State of Missouri. The initial office shall be located at 117 South Lexington St., Ste 100, Harrisonville, MO 64701 and the Association shall have the right to establish other offices as determined by the Board of Directors.

ARTICLE II – Purposes and Powers

The Association is a non-profit membership organization formed by professionals and organizations worldwide who advocate, educate, train, develop, practice, or research coaching and especially Christian coaching, and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The Association's core purpose is to advance the ideal, art, science and practice of professional Christian coaching. The Association's goal is to present a standard of professionalism and excellence in alignment with Christian beliefs for Christian coaching across the globe. The specific objectives and purposes of this Association shall be:

- Standards and Ethics of Individual Practice
- Accreditation and/or Recognition of Training Programs
- Credentialing Individual Coach Professionals
- Industry and Practice-Based Research
- Public Education
- Member Support Services
- Events
- Publishing

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

ARTICLE III – Membership and Organizational Structure

Section 1. Management. The Association shall have individual members who shall have ultimate authority over the affairs of the Association. The Board of Directors shall have authority to operate the Association within a structure sanctioned by the members.

Section 2. Eligibility. Eligibility for membership in the Association shall extend to persons or organizations meeting the membership criteria as determined by the Board.

Section 3. Other Classes of Members/Partners. The Association may establish, by a minimum of two-thirds (2/3) affirmative vote by the voting members of the Board of Directors, other classes of individual, corporate members or partners whose authorities, benefits and eligibility shall be determined by the Board of Directors.

Section 4. Organizational Units. The Association may establish, by a minimum of two-thirds (2/3) affirmative vote by the voting members of the Board of Directors, additional officers, advisory boards, chapters, councils, divisions, or regions to serve special interests of the profession. The Board of Directors shall exercise authority over all policies, length of service, terms, services, programs and budgets of all organizational units, including qualifications for membership and partnerships unless otherwise stated in these Bylaws. The activities, policies, and programs of organizational units shall not be in conflict with the Bylaws and established policies of the Association.

Section 5. Alliances. The Association may establish, by a minimum of two-thirds (2/3) affirmative vote by the voting members of the Board of Directors, allied relationships with organizations or entities to help carry out the purposes of the Association. The Board of Directors will have sole authority and may establish such terms and conditions for relating to recognized societies and groups as it considers desirable.

ARTICLE IV – Membership

Section 1. Membership Dues. The Board of Directors, by a minimum of two-thirds (2/3) affirmative vote, shall determine the structure and amount of membership dues.

Section 2. Member in Good Standing. A member-in-good-standing is an individual or organization who is certified by the Association as having paid her or his dues for their membership calendar year.

Section 3. Forfeiture. Any member who does not renew their membership within the timeframe specified by the Board of Directors shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by the Executive Committee.

Section 4. Refunds. No dues shall be refunded to any member whose membership terminates for any reason, unless waived by the Executive Committee).

Section 5. Suspension. Pursuant to the policy established by the Board of Directors and subject to the requirements of applicable law, any member may be suspended or removed from the Association for cause by a two-thirds (2/3) vote of the Board of Directors. During any suspension period, a member shall not be entitled to exercise any of the rights and privileges of membership, including without limitation the right to vote. All rights and privileges of membership, including without limitation the right to vote, shall cease upon the expulsion or termination of a member.

Section 6. Reinstatement. Previously suspended or removed members may be reinstated to membership in accordance with the policy established by the Board of Directors.

Section 7. Membership Nontransferable. Membership is non-assignable and non transferable unless approved by the Executive Committee. Members shall have no equitable or ownership right or interests of any kind in the Association's assets or property.

Section 8. Membership Meeting and Voting. An annual membership meeting of the Association may be held at a time and place as determined by the Board of Directors, but minimally will be conducted during each calendar year. Any Bylaw changes, which require a majority vote of the membership, will be addressed during the annual meeting.

Section 9. Special Meetings. Special meetings may be called by the Board of Directors at any time, or shall be called by the President within thirty (30) days upon receipt of a written request signed by at least 5% of the Association's membership. The request must include the specific business to be transacted during the meeting. The notice for the meeting will include the specific business to be transacted and no other business may be conducted at that time.

Section 10. Notice of Meetings. Publication of meeting notices, and reports from officers and committees must be made available at least 10 working days prior to the membership meeting. Publication may be affected by postal service, electronic mail or posting to the Association website. The transmission of a notice in such manner shall be considered notice served.

Section 11. Place of Meetings. Meetings may be held at any location, virtual or physical. Members may participate in meetings through telephone or other such electronic communication devices, providing that all parties can hear one another and that applicable law allows for such meetings. Such participation shall constitute presence in person at any such meeting.

Section 12. Quorum. At a membership meeting or special meeting of the members, a quorum shall consist of no less than ten percent (10%) of the Associations members in good standing either in person or via proxy. All actions taken by said members shall be implemented by the Board of Directors.

Section 13. Cancellation of Meetings. The Board of Directors may cancel a membership meeting for cause. Notice must be provided by email, mail, or phone as soon as possible.

Section 14. Voting. Association members in good standing who are present at the meeting, shall have one (1) vote. Unless one-third or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice. Unless otherwise specified by these Bylaws, a

majority vote is required. Unless otherwise specifically provided by these Bylaws, a majority vote of those members present and voting shall govern.

Section 15. Proxy. Voting rights of any member of the Association are eligible in person or by proxy.

Article V – Board of Directors

Section 1. General Powers. The property, strategic development, policy creation, and fiscal responsibility of the Association will be managed by voting members of the Board of Directors under a structure and terms sanctioned by the members. The Board of Directors shall have full power and authority to put into effect the resolutions and decisions of the Association and shall determine its policies and interpret these Bylaws. The Board of Directors consists of officers (Executive Committee), voting Directors, and non-voting Directors-at-Large.

Section 2. Property. No member of the Board of Directors will have any right, title or interest in any property or asset of the Association.

Section 3. Composition. The voting members of the Board of Directors shall be composed of no less than three (3) and maximum of eleven (11) persons, including the officers who comprise the Executive Committee (see Section 3a). The Immediate Past President shall serve as a non-voting ex-officio member, except when a vote of the Board of Directors results in a tie. In such an instance the vote of the President (or the presiding officer) is required. The voting members of the Board of Directors, whether elected or appointed, must agree to the Association's Statement of Faith and Volunteer Acknowledgement Form.

a. **Officers** - The officers will be Immediate Past President, President, President Elect, Strategy, Secretary, and Treasurer. Other than the President, any other board position may assume the role of Secretary or Treasurer to fulfill the responsibilities of the office. With the exception of the first slate of officers the Board of Directors appoints the President Elect, Secretary and Treasurer. When the Secretary and Treasurer end their term, no matter the reason, the Board of Directors are responsible for immediately appointing a new Secretary or Treasurer. The President Elect assumes the office of President upon expiration of the term or if the position is vacated early. The President assumes the office of Immediate Past President upon expiration of the term.

i. **Officers - Election, Term of Office and Qualifications.** Any Board Member shall be eligible for nomination to any office provided they meet requirements as set forth by the Board of Directors. The President, President-elect and Immediate Past President will hold office for one (1) year. The Secretary and Treasurer will hold office for two (2) years. The Secretary and Treasurer will be voted on in opposite years. The Immediate Past President shall serve as an ex-officio member without the right to vote, except when a vote of the Board of Directors results in a tie. In such an instance the vote of the Immediate Past President is required.

ii. **Officers - Nomination.** The nomination and election policies and procedures shall be established by the Board of Directors.

iii. **Officers - Re-election.** With exception of the Immediate Past President, President, and President Elect, officers are eligible for election to one successive term. No officer who has served two full terms shall be eligible for re-election to the same position. The Secretary together with the Treasurer and President Elect will be voted on in opposite years.

iv. **Officers - Resignations.** Any officer may resign his or her office by giving written notice via email to the President or Secretary. Any resignation will take effect at the time specified by the resigning officer and the acceptance of the resignation shall not be necessary to make it effective.

v. **Officers - Removal.** Any officer may be removed from office for cause, by a three- fourths (3/4) vote of the Board of Directors present at a regular meeting or at a special meeting called for the purpose, provided that notice thereof shall be given in writing to the officer at least five (5) days prior to said meeting. A successor officer may then and there be elected to fill any vacancy thus created. Any officer whose removal has been proposed by any member shall be given an opportunity to be heard at such meeting.

vi. **Officers - Vacancies.** Vacancies in any unexpired elective position may be filled for the balance of the term by a majority vote of the Board of Directors. If the balance of the term is greater than 6 months (out of one year), the service would count as a one full year out of the two- year term. However, a vacancy in the office of President shall be filled by the President Elect. In the event the President Elect declines the office of the President, the office shall be filled by the Board of Directors. An officer appointed to fill such vacancy shall serve their remainder of the officer's term.

vii. **Officers - Immediate Past President.** The Immediate Past President shall have responsibilities and duties as may be required by the President or the Executive Director. If the Immediate Past President is unable or unwilling to serve, another Board of Director in good standing may assume the role.

viii. **Officers - President.** The President conducts the meetings of the Association and has primary responsibility for its general welfare and has contracting authority. When present, the President presides at all meetings of the Board of Directors, Executive Committee and the Annual Business Meeting. The President sees that all orders and resolutions of the Board of Directors and members are carried out. The President shall also serve as an ex-officio member of all standing and special committees and shall make all required appointments as needed. The President may appoint any member of the Board of Directors to serve in a supportive manner to oversee any special committees on their behalf

with the exception of the Nominating and Executive Committees. The President has direct oversight of the Executive Director.

ix. **Officers - President Elect.** In the absence of the President, the President Elect shall preside over meetings of the Association and have other responsibilities as may be assigned by the President, the Executive Committee or the Board of Directors including contracting authority.

x. **Officers - Secretary.** The Secretary or designee records the proceedings of all meetings of the Board of Directors, Executive Committee and the Annual Business Meeting, notifies or makes provisions to notify appropriate parties of all meetings, performs such other duties as required by the President, Executive Committee or Board of Directors and, in general, performs all duties incident to the office of the Secretary. The secretary shall supervise the preservation of historical records and documents and has contracting authority. The secretary shall approve and promulgate all forms of balloting and shall review and maintain the voting integrity of all elections. The secretary shall perform the duties and exercise the powers of the President or President Elect in the case of the absence or disability of those Officers.

xi. **Officers - Treasurer.** The Treasurer, or designee, will keep accurate accounts of all funds and financial records of the Association, received or disbursed. The Treasurer, or designee, will deposit funds to the credit of the Association in banks and depositories designated by a majority of the Board of Directors. The Treasurer, or designee, may endorse for deposit all notes, checks and drafts received by the Association, and renders as required, an account of all transactions, and of the financial condition of the Association. The Treasurer is responsible for the establishment of proper accounting procedures for the handling of funds, the performance of an annual audit by a certified public accountant; and further, shall report on the financial condition of the Association at all meetings of the Board of Directors and at other times as called upon by the President. The Treasurer shall chair the Finance Committee. Other duties may be prescribed by the President, Executive Committee, the Board of Directors or the Executive Director.

xii. **Officers - Officers, Agents and Employees.** The Association may have other officers, agents and employees as may be deemed necessary by the Board of Directors. Each shall hold office or employment at the pleasure of the Board of Directors and shall have such authority, perform such duties and receive such reasonable compensation, if any, as a majority of the Board of Directors may, from time to time, determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board of Directors and may prescribe their respective titles, terms of office, authorities and duties.

b. **Directors** - The voting members of the Board of Directors shall be composed of no less than three (3) and a maximum of eleven (11) persons, including the officers who

comprise the Executive Committee (see Section 3a).

i. **Directors - Election, Term of Office and Qualifications.** All director positions that are open for election will be elected by majority vote at the Annual Business Meeting of the Association. Each Director will hold office for two (2) years or until a successor is duly elected and qualified, or until death, or resignation, or removal in the manner herein provided; Of the elected Director positions, any Director may be elected to a maximum of one (1) successive term. Directors shall serve staggering terms as deemed appropriate by the Board of Directors with approximately half of the voting Directors rotating off the board every year. Non-voting Directors shall serve terms as determined by the Board of Directors (see Article IV, Section 4).

ii. **Directors - Nomination.** The Nominating Committee shall present at least one nominee for each vacancy or term of service about to expire. Any person so nominated shall have given prior consent to nomination and election as a Director. The nomination and election policies and procedures shall be presented by the Nominating Committee and voted on by the Board of Directors.

iii. **Directors - Re-election.** Voting Directors are eligible for election to a second two (2) year term. No member of the Board of Directors who has served two full two (2) years terms shall be eligible for re-election until at least one year has elapsed.

iv. **Directors - Resignations.** Any Director may resign by giving written notice to the President or Secretary. Any resignation will take effect at the time specified by the resigning director and the acceptance of the resignation shall not be necessary to make it effective.

v. **Directors - Removal.** A director may be removed from office for cause, by a three-fourths ($\frac{3}{4}$) vote of the Board of Directors present at a regular meeting or at a special meeting called for the purpose, provided that notice thereof shall be given in writing to the director at least five days (5) prior to said meeting. A successor director may then and there be elected to fill any vacancy thus created. Any director whose removal has been proposed by any members shall be given an opportunity to be heard at such meeting.

vi. **Directors - Vacancies.** Vacancies in any unexpired elective position may be filled for the balance of the term by a majority vote of the Board of Directors. If the balance of the term is greater than 6 months (out of one year), the service would count as one full year.

Section 4. Non-voting Directors-at-Large. Any number of non-voting directors-at-large may be appointed by resolution of the voting Board of Directors. The resolution shall contain the qualifications, terms and duties of any non-voting director-at-large so appointed. Non-voting directors-at-large do not contribute to the verification of a quorum and manner of acting of the Board of Directors.

Section 5. Place of Meetings. The Board of Directors may hold its meetings at any location, virtual or physical, it chooses. Participation in meetings of the Board of Directors may be through telephone or other such electronic communication device, providing that all participants can hear one another and that applicable law allows for such meetings.

Section 6. Regular Meetings. Regular meetings of the Board of Directors will be held at least semi- annually and at a time and place determined by the Board of Directors. Verbal or written notice of regular meetings will be given at least five (5) days prior to any regular meeting.

Section 7. Special Meetings and Notice. Special meetings may be called by the President or by twenty-five percent (25%) or more of the voting members of the Board of Directors. Notice of special meetings will be sent by electronic means to all Board of Directors at least (5) days before the day of the meeting, or delivered personally, or by telephone, no later than two (2) days before the meeting. The notice must include the time, purpose and place of the meeting. Any meeting of the Board of Directors will be a legal meeting, without any notice having been given, if all voting members of the Board of Directors waive such notice in writing before, at, or after the meeting.

Section 8. Waiver of Notice. Before or at any meeting of the Board of Directors, any member of the Board of Directors may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a member of the Board of Directors at any meeting of the board shall be a waiver of notice by such individual of the time and place thereof. If all the members of the Board of Directors are present at any meeting of the board, no notice shall be required and any business may be transacted at such meeting.

Section 9. Quorum & Manner of Acting. Except as noted by statute, a 51% attendance of the voting members of the Board of Directors is required to constitute a quorum to transact business at any regular or special meeting. The act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under the Articles of Incorporation, these bylaws, or any applicable laws of the state of Missouri.

Section 10. Proxy. Voting rights of any member of the Board of Directors shall not be delegated to another nor exercised by proxy.

Section 11. Voting by Electronic Mail and Electronic Applications. Action taken by an electronic ballot of the members of the Board of Directors shall be a valid action of the Board of Directors and shall be reported at the next regular meeting of the Board of Directors.

Section 12. Absence. Any elected officer or director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors during a single calendar year shall automatically vacate their seat. However, the Board of Directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority.

Section 13. Non compensation. No financial compensation shall be given for service as members of the Board of Directors, or for board members services related to the Association in any other capacity or pursuant to any other contractual arrangement whatsoever, except as otherwise approved by the President, and except with respect to the Executive Director and other

employed staff who shall be entitled to receive compensation for such services. Notwithstanding the foregoing, upon approval of the Board of Directors, the President and President Elect may be compensated in the amount and under such terms and conditions as approved by the Board of Directors. Officers and Directors may, upon resolution of the Board of Directors, be reimbursed for reasonable actual out-of-pocket expenses incurred by them in attending meetings of the Board of Directors and other meetings approved by the Board.

Section 14. Executive Director. (Applicable only when position is filled) The Executive Director or his/her designee(s) shall manage and direct all activities of the Association subject to the policies and procedures of the Board of Directors and shall be directly accountable to the President. The Executive Director has contracting authority as approved by the President. The President and Executive Director or his/her designee(s) shall be the chief spokespersons for the Association. The Executive Director or his/her designee(s) shall also serve as an ex-officio non-voting member of the Board of Directors and all other committees. The Executive Director or his/her designee(s) shall employ and may terminate the employment of members of the staff necessary to carry on the Association's business and shall fix their compensation within the approved budget. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Association. The Board of Directors shall appoint the executive director. The Executive Director shall be appointed by contract under terms and conditions negotiated with the Board of Directors.

Article VI – Committees

The board of directors, as necessary, may designate regular or special project committees.

Section 1. Executive Committee. The Executive Committee shall be composed of the officers of the Association and is authorized to conduct the affairs of the Association between meetings of the Board of Directors. Any action taken by the Executive Committee, except the action of filling vacancies in officer or director-at-large positions, is subject to review and change by the Board of Directors. Majority vote is required to conduct the business of the Association (See Article IV, Section 3).

Section 2. Standing Committees. The standing committees of the Association shall be a Finance and Audit Committee and a Nominating Committee. Other standing committees may be established by majority vote of the Board of Directors.

Section 3. Finance and Audit Committee. The Finance and Audit Committee shall be composed of the Treasurer, who shall serve as its chair, and a minimum of one other person selected by the Executive Committee. The committee shall monitor the finances of the Association, provide timely information to the Board of Directors and, where appropriate, offer recommendations as to the financial business of the Association.

Section 4. Nominating Committee. The Nominating Committee shall be composed of the Immediate Past President, who shall serve as its chair and nominate two members, one Board member and one non-Board member, to be appointed by the Board of Directors. The committee

shall seek input from members and the Board of Directors as to possible candidates for elective office and publish a slate of proposed officers, directors-at-large and Nominating Committee members to the members of the Association at least ten (10) days prior to the Annual Business Meeting. Those serving on the nominating committee are not eligible for election to open positions to ensure the integrity of the process. In addition, the Nominating Committee is the deciding body for the Association's awards.

Section 5. Ad Hoc and Special Committees. Ad hoc and special committees shall be approved by the Executive Committee who shall determine the composition, responsibilities and duties of such committees to act on behalf of the board. The term of service for ad hoc and special committees shall terminate at the end of one calendar year and may be extended in one year increments with the majority vote of the Board of Directors.

Section 6. Monitoring and Dissolution. The President or his/her designee(s) shall be an ex-officio member of all committees and shall monitor actions of the committees, councils, and task forces.

ARTICLE VII – Finances

Section 1. Books and Records. The Board of Directors of this Association will keep:

- a. Records of all proceedings of the Board of Directors, and Standing Committees;
- b. All financial statements of this Association;
- c. Certificate of Incorporation and bylaws of this Association and all amendments and restatements, and
- d. Other records and books of account necessary and appropriate to the conduct of the Association's business or required by law.
- e. Documents will be retained for a period of 7 years.

Section 2. Audit and Annual Report. The records and books of account of this Association will be audited at least once in each fiscal year in such a manner as may be deemed necessary or appropriate by the Board of Directors and also shall make such inquiry as the Board of Directors deems necessary or advisable into the condition of all trusts and funds held by any trustee, agent, or custodian for the benefit of this Association, and shall retain such person or firm for such purposes as it may deem appropriate. The report of the auditors shall be presented at the next regular meeting of the Board of Directors. In addition, every 4 years an outside auditor will review and audit the Association records.

The Board of Directors will cause an annual financial report to be conveyed to each director within one hundred twenty (120) days of the close of each fiscal year. Such annual financial report shall contain: a statement of all assets and liabilities; principal changes in funds; income and expense statement; status of all funds held for restricted purposes; and any other such information as may be required by law, these bylaws and/or for purposes of fulfilling the fiduciary responsibilities of the directors. The Treasurer shall make available upon request by any member in good standing, the financial report for the fiscal year just concluded.

Section 3. Fiscal Year. The fiscal year of the Association will be from January 1 to December 31 of each year.

Section 4. Bond. The Association will obtain a bond on such people and in such amounts as may from time to time be deemed necessary by the Board of Directors.

Section 5. Budget. The Board shall adopt an annual operating budget covering all activities of the Association. The Treasurer shall make periodic reports to the board comparing actual revenue and expense to the projected budget.

ARTICLE VIII – Parliamentary Authority

Robert's Rules of Order Revised shall govern all meetings of the Association in all cases in which they are applicable and in which they are not in conflict with these bylaws.

ARTICLE IX – Waiver of Notice

Whenever any notice is required to be given by these bylaws or any of the corporate laws of the State of Missouri, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein, or before, at, or after the meeting

ARTICLE X – Indemnification

The Association will indemnify any present or former director, officer, employee or agent of this Association, to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his or her conduct as a director, officer, employee, member or agent of this Association, except that the mandatory indemnification required by this sentence shall not apply: a. To a breach of the duty of loyalty to the Association; b. for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; c. for a transaction from which such person derived an improper personal benefit; or d. against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Association, or against expenses in any such case, where such person shall be adjudged liable to the Association.

Service on the Board of Directors of the Association, or as an officer, employee or agent thereof, is deemed by this Association to have been undertaken and carried on in reliance by such persons on the full exercise by the Association of all powers of indemnification which are granted to it under this Article and Missouri law, as amended from time to time. Accordingly, the Association shall exercise all of its powers whenever, as often as necessary, and to the fullest extent possible, to indemnify such persons. Such indemnification shall be limited or denied only

when and to the extent provided above unless Missouri law or other applicable legal principles limit or deny the Association's authority to so act. This Article and the indemnification provisions of Missouri law (to the extent not otherwise governed by controlling precedent) shall be construed liberally in favor of the indemnification of such persons.

ARTICLE XI – Amendments

These bylaws may be amended by a two-thirds (2/3) majority vote of the members present and voting at any duly called meeting or special meeting of the Association called for that purpose. Each proposed amendment shall be presented at a Board of Directors meeting prior to being voted upon and shall be printed in the minutes of that meeting. Notice of such bylaws change(s) shall also be posted on the Association website and/or communicated to the membership via electronic mail at least thirty (30) days prior to the meeting at which members will vote.

Provided, however, that any amendment may not cause the Association to cease to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code or affecting the voting rights of directors without ratification by a two-thirds vote of a quorum of directors at a Board meeting. Further, all amendments must be consistent with the Articles of Incorporation.

ARTICLE XII – Dissolution

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure or be distributed to the members, directors, officers, partners or alliances of the Association. Upon dissolution of the Association, any assets lawfully available for distribution to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code, or described in any corresponding provision of any successor statute, which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to this terminating or dissolving Association.

ARTICLE XIII – Effective Date

These Bylaws shall take effect immediately upon their adoption. Notwithstanding the forgoing, any member elected to the Board of Directors shall have the right to complete his or her term regardless of changes made herein.

The above bylaws are hereby adopted and made immediately effective by affirmative unanimous vote by the board of directors on 12 November, 2015

CCNI ByLaw Revisions Rev. 2 Date Revised: 11.12.2015 Article II – Change second bullet to Accreditation and/or recognition of Training Programs

Article IV – Section 12. Change quorum to in person or via proxy

Article IV – Section 14. Add verbiage: Unless one-third or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice. Unless otherwise specified by these Bylaws, a majority vote is required.

Article IV – Section 15. Change to allow voting by proxy.

Article V – Section 3. Change from Immediate Past President to Presiding Officer

Article V – Section 3.i. Change term of President, Immediate Past President and President-elect to one year terms. Change elections for Secretary and Treasurer to be in opposite years.

Article VI – Section 2-6. Re-number sections, add section for standing committees, add section for finance

Article VI – Section 4: Change to appoint two members to the nominating committee by board.

Article XIII. Change effective date to 12 November 2015 by board vote.

CCNI ByLaw Ratification Rev. 3 Date Revised: 1.12.2016

CCNI ByLaw Revisions Rev. 4 Date Revised: 11.12.2015 Article IV – Section 4. Change composition of the nominating committee from 4 to 3.

CCNI Bylaws Revisions Rev. 5 Date Revised: 11.16.2020 **Date to be voted on: 1.12.2021**

- **Article I, Section 2. Location.** - change address from “PO Box 33, Edgar Springs, MO, 65462” to “117 South Lexington St., Ste 100, Harrisonville, MO 64701”
- **Article IV, Section 3. Forfeiture.** - replace “Executive Director or his/her designee(s)” with ‘Executive Committee.’
- **Article IV, Section 4. Refunds.** - replace “Executive Director or his/her designee(s)” with “Executive Committee.”
- **Article IV, Section 7. Membership Nontransferable.** - replace “Executive Director or his/her designee(s), Treasurer, or President” with “Executive Committee.”
- **Article IV, Section 13. Cancellation of Meetings.** - delete “in writing”
- **Article V, Section 3. Composition.** - change “President (or presiding officer)” to “Immediate Past President” and replace “without the right to vote” with “non-voting”
 - replace “be members-in-good-standing of the Association.” with “agree to the Association's Statement of Faith and Volunteer Acknowledgement Form.”
 - a. **Officers** - add ‘Strategy’ to the list of officers in the first sentence.
 - a. **Officers** - replace the second sentence “The Secretary may also serve as the Treasurer to fulfill the responsibilities of the office.” with “Other than the President, any other board position may assume the role of Secretary or Treasurer to fulfill the responsibilities of the office.”
 - a. **Officers** - replace “With the exception of the first slate of officers the Board of Directors appoints the President Elect, Secretary and Treasurer from among the eligible association members and shall serve until their successors have been duly elected and assume office.” with “With the exception of the first slate of officers the Board of Directors appoints the President Elect, Secretary and Treasurer. When the Secretary and Treasurer end their term, no matter the reason, the Board of Directors are responsible for immediately appointing a new Secretary or Treasurer.”
 - a. **Officers** - add “or if the position is vacated early.”
 - a. **Officers, i. Officers - Election, Term of Office and Qualifications.** - delete “in good standing”
 - delete “and until a successor is duly elected and qualified, or until death,

resignation, or removal in the manner herein provided" referring to the President, President-elect, Immediate Past President, Secretary and Treasurer office terms.

- delete the President as an ex-officio member without the right to vote.
- last sentence, add "Immediate Past" and delete "*, or in his/her absence the Immediate Past President*"
- a. **Officers**, iv. **Officers - Resignations**. - add "via email"
- a. **Officers**, vii. **Officers - Immediate Past President**. - replace last sentence "*If the Immediate Past President is unable or unwilling to serve, the Board of Directors may appoint any Past President to fulfill the responsibilities of office.*" with "If the Immediate Past President is unable or unwilling to serve, another Board of Director in good standing may assume the role."
- b. **Directors**, i. **Directors - Election, Term of Office and Qualifications**. - delete "*Any Association member in good standing shall be eligible for nomination as a Director on the Board of directors provided they meet requirements as set forth by the Board of Directors.*"
- b. **Directors**, ii. **Directors - Nomination**. - replace "*established by the Board of Directors.*" with "presented by the Nominating Committee and voted on by the Board of Directors."
- **Article V, Section 11**. - change title of this section from "*Voting by Posted and Electronic Mail*" to "*Voting by Posted and Electronic Mail and Electronic Applications.*"
 - Revise sentence (prior to the word 'ballot') from "*Action taken by a mail (posted or electronic)*" to "Action taken by an mail (posted or electronic)"
- **Article V, Section 13. Non compensation**. - add "financial" to first sentence to clarify "no financial compensation"
- **Article V, Section 14. Executive Director**. - add "(Applicable only when position is filled)"
- **Article VI, Section 2. Standing Committees**. - delete "*The President shall have the duty and authority to appoint standing committee chairs and committee members.*"
- **Article VI, Section 3. Finance and Audit Committee**. - revise sentence "*...minimum of one other member of the Association*" with "minimum of one other person" "*selected by the Executive President*" with "selected by the Executive Committee."
- **Article VI, Section 4. Nominating Committee**. - replace the first sentence "*The Nominating Committee shall be composed of the Immediate Past President, who shall serve as its chair as its chair and two members appointed by the Board of Directors.*" with "The Nominating Committee shall be composed of the Immediate Past President, who shall serve as its chair and nominate two members, one Board member and one non-Board member, to be appointed by the Board of Directors."
- **Section VI, Section 5. Ad Hoc and Special Committees**. - revise first sentence from "*Ad hoc and special committees may be established by the President or the Executive Committee...*" to "Ad hoc and special committees shall be approved by the Executive Committee..."
- **Article VII, Section 5. Budget**. - replace "*Executive Director or his/her designee(s)*" with "Treasurer"
- **Article XI, Amendments** - add "Board of Directors" in second sentence; presented at a Board of Directors meeting.
 - last sentence replace "**Board of Directors**" with "members"