

# **Heartland Conservation Alliance, Inc.**

## **Bylaws**

### **ARTICLE I -NAME**

The name of the organization shall be the Heartland Conservation Alliance, Inc. The Corporation is incorporated under Missouri statutes for not-for-profit corporations.

### **ARTICLE II – PURPOSE**

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The purpose of the Heartland Conservation Alliance is to promote, for the benefit of the general public, the preservation of the natural, recreational, scenic, agricultural and aesthetic values of land and any and all environmental and conservation values connected therewith in the Kansas City metro area, focused on the Blue River watershed.

### **ARTICLE III – BOARD OF DIRECTORS**

#### **Section 1. Management**

The affairs of the corporation shall be managed, supervised, and controlled by a self-perpetuating board of directors consisting of not less than three (3) and not more than (15) persons (as decided from time to time by the board of directors) in a manner specified in section 2.

#### **Section 2. Meetings**

The annual meeting of the board of directors shall be held within the first quarter of each year unless rescheduled by the board. All meetings of the board, regular or special, shall be held at the principal office of the corporation, or at such time and place within or without the State of Missouri as shall be determined by the president or, if not designated by the president, then as determined by the board of directors. The annual meeting shall be held for the purpose of electing officers and directors and transacting other business as may come before the meeting. Special meetings of the board of directors may be called by or at the request of the president, or in the absence of the president, by the secretary, or any two directors.

The board of directors or any workgroups designated by the board of directors may participate in a meeting of the board or workgroup by means of conference telephone or similar communications technology whereby all persons participating in the meeting can communicate with each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Any action which is required to be or may be taken at a meeting of the directors, or of any workgroup of the directors, may be taken without a meeting if a written or electronic ballot is

provided to every member entitled to vote on the matter. All solicitations for votes by written or electronic ballot shall:

- (1) Indicate the number of responses needed to meet the quorum requirements;
- (2) State the percentage of approvals necessary to approve each matter other than election of directors; and
- (3) Specify the time by which a ballot must be received by the corporation in order to be counted.

### **Section 3. Notice**

Notice of any annual or special meeting shall be given at least five days prior thereto by written or electronic notice delivered personally or mailed to each director at such director's business or home address. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. 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 where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the board of directors needs to be specified in the notice or waiver of notice of such meeting.

### **Section 4. Quorum**

Half or more of the incumbent members of the board of directors shall constitute a quorum for the transacting of business at any meeting of the board of directors.

### **Section 5. Manner of Acting**

The act of the majority of the directors present at a meeting of the directors 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. Actions may include governance (such as Conflicts of Interest) and operational (such as Personnel) policies to effectively achieve the purpose of the Heartland Conservation Alliance.

## **ARTICLE IV -TERMS AND ELECTION OF DIRECTORS**

### **Section 1. Terms**

Each director shall be elected for a term of two (2) years, at an annual meeting of the board of directors. Vacancies occurring on the board of directors, including vacancies due to an increase in the number of directors, may be filled by the directors then in office. Any director may succeed himself/herself indefinitely.

### **Section 2. Vacancies**

Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining directors at any regular meeting or special meeting of the Board called for that purpose.

### **Section 3. Removal**

The board of directors may, by resolution adopted by a majority of the directors, remove a fellow board member for just cause. If a board member is absent from three consecutive regular meetings of the board of directors, that board member may be removed by an action of the majority of the board members present at a regular or special meeting.

## **ARTICLE V - OFFICERS**

### **Section 1. Officers**

- a) Officers: The officers of the Heartland Conservation Alliance shall be the President, Vice President, Secretary and Treasurer.
- b) Term: Each officer shall take office at the annual meeting and shall serve for a term of one year.
- c) Removal: Motions requesting the removal of an officer for not performing the duties of his/her office may only be entertained at a regular meeting. The proposed action must be included on the pre-meeting announcement agenda. Such action requires approval of two-thirds of the membership present at the meeting.
- d) Duties: The officers shall perform those duties customarily assigned to the offices held.
- e) Qualifications: President, Vice President, and Treasurer will have served at least one year on the board of directors prior to serving in their President, Vice President, or Treasurer capacity.

1) President -The president shall preside at the meetings of the Heartland Conservation Alliance, shall make workgroup appointments, and shall otherwise be responsible for the conduct of the business of the organization.

2) Vice President -The vice president shall assist the president as may be requested by him/her, and shall perform the duties of the president or secretary in his/her absence or in the event of his/her inability or refusal to act. The Vice President is customarily elected President the following year.

3) Secretary -The secretary shall be responsible for keeping the minutes of the meetings of the corporation and distributing copies of these minutes to all current members at least a week prior to the next meeting. They shall see that all notices are duly given in accordance with the provisions of these by-laws; maintain a list of members; and in general, perform all duties incident to the office of secretary.

4) Treasurer - The main duties of a treasurer are to oversee the financial administration of the organization, review procedures and financial reporting, advise the board on financial strategy, and advise on fundraising. **(Revised 10/16/18.)**

### **Section 2. Past President**

The past president shall serve as an ex-officio officer providing assistance to the president and other officers until a transition has been completed.

### **Section 2. Executive Committee**

The Executive Committee shall include the five listed officers and may act on behalf of the

Board as necessary. Such actions can be overruled by the full Board.

#### **ARTICLE VI -WORKGROUPS**

The board of directors or President may designate regular or special project workgroups.

- a) The Chair of a workgroup shall be a representative from the board of directors.
- b) The President of the Heartland Conservation Alliance shall be an ex-officio member of all workgroups.
- c) Meetings of each workgroup may be called by its president or by the president of the Heartland Conservation Alliance on five days notice to the members of the workgroup. Workgroups shall meet as often as is necessary to conduct their business.
- d) All workgroups shall keep brief minutes of workgroup meetings and submit a summary of the minutes at regular board meetings.
- e) The action of a majority of the members present and voting at a workgroup meeting shall be the action of the workgroup.

#### **ARTICLE VII -AMENDMENTS**

These bylaws may be amended by a two-thirds majority vote of the members present and voting at any duly called meeting or special meeting of the corporation called for that purpose. Each proposed amendment shall be presented at a meeting prior to being voted upon and shall be printed in the minutes of that meeting.

#### **ARTICLE VIII -PARLIAMENTARY AUTHORITY**

- a) Robert's Rules of Order Revised shall govern the Heartland Conservation Alliance in all cases in which they are applicable and in which they are not in conflict with these bylaws.
- b) The above bylaws are hereby adopted and made immediately effective by affirmative vote by the undersigned directors this 20th day of September, 2023.

## HCA ANNUAL CONFLICT OF INTEREST DISCLOSURE

Annual Statement of the Conflict of Interest Policy for the Heartland Conservation Alliance, requires the execution by Steering Committee members of the Heartland Conservation Alliance (the “HCA”) of this Code of Conduct Certificate attesting to their adherence to the principles set forth of the HCA. Each person executing this document is attesting to his or her adherence to these policies, and disclosing any and all affiliations presenting possible conflicts of interest as defined in section A, below. All steering committee members and authorized agents of the HCA shall complete this form annually and submit this form on or before January 31 to the HCA’s President.

A. As a steering committee member, and/or officer, and/or workgroup member, or an employee or authorized agent in a position to influence or vote on policy or expenditures of the HCA, I shall exercise good faith in all transactions relating to the HCA. I will not use my position or knowledge gained there from, directly or indirectly, to influence my conduct with regard to any personal interests including the personal interests of my spouse or other immediate family member; or the interests of any corporation, partnership, proprietorship, firm, association in which I have significant administrative or management responsibilities or in which I have any financial interest (or if a publicly traded company, an ownership interest of at least 5%) as a shareholder, partner, owner, or otherwise; nor will I allow any such interest to influence a decision regarding the governance or administration of the HCA.

1. A “Conflict of Interest” (COI) exists with respect to an issue on which the HCA may or must act when a Steering Committee or their immediate family members have or may have an actual or perceived financial interest or institutional interest in the outcome of that matter.
2. Declaration of possible COI, for oneself and ones immediate family members, shall be mandatory.

B. All acts shall be undertaken for the benefit of the HCA with respect to transactions, activities, or dealings related to the HCA.

C. With respect to any proposed policy initiative, contract or other transaction between the HCA and myself or impacting any party in which I have an interest (as stated above) considered by the Steering Committee, the officers, or any workgroup of the HCA for initiative implementation, authorization, approval, or ratification, the following rules shall apply:

1. Full disclosure of the relationship or interest shall be made to the President and the Chair of the HCA Steering Committee prior to discussion or action on such contract or transaction;
2. I will present factual information and respond to questions, but will not participate in the discussion, deliberations, or decision with respect to such contract or transaction, nor attempt to use any personal influence;

3. The minutes of the meeting shall reflect the disclosure made, the vote taken and, where applicable, my abstention from voting and participating.

D. I will safeguard sensitive HCA information, which includes and is not limited to: strategies, policies, or confidential information relating to programs, projects, research, client information, information from other organizations that is not to be disseminated, and fiscal, salary or other personal and personnel information.

By signing this document, you acknowledge an understanding and agree to the statements made above and attest to the veracity and complete nature of the listing of possible COI. Steering Committee Members may request an additional form to update their COI listing at any time during each year.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

**HCA ANNUAL CONFLICT OF INTEREST DISCLOSURE**

I declare the following personal interests including the personal interests of my spouse or other immediate family member; or the interests of any corporation, partnership, proprietorship, firm, association in which I have significant administrative or management responsibilities or in which I have any financial interest (or if a publicly traded company, an ownership interest of at least 5%) as a shareholder, partner, or owner.

<b>Organization Name</b>	<b>Individual's Name</b>	<b>Title, Interest or Responsibilities</b>	<b>Potential COI</b>
1. _____	_____	_____	_____
_____	_____	_____	_____
2. _____	_____	_____	_____
_____	_____	_____	_____
3. _____	_____	_____	_____
_____	_____	_____	_____
4. _____	_____	_____	_____
_____	_____	_____	_____
5. _____	_____	_____	_____
_____	_____	_____	_____
6. _____	_____	_____	_____
_____	_____	_____	_____
7. _____	_____	_____	_____
_____	_____	_____	_____
8. _____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____