

# Revisions to the Bylaws of Fresh Air Inc

## Executive Summary

### General

The separate language concerning Participating and Contributing members, and references to those categories, are removed throughout the document.

Usages of gendered/binary pronouns have been replaced with neutral language.

Minor changes throughout the document to simplify and clarify language without changing meaning.

### Article I

Removed the separate categories “Participating Member” and “Contributing Member”. The board’s role in setting minimum contribution and volunteer thresholds, and waivers therefrom, is unchanged.

### Article II

A membership vote is required to ratify amendments to the Articles of Incorporation, but is no longer required for amendments to the Bylaws.

### Article III

Members elected to the Board of Directors must agree to act in accordance with the KFAI Mission Statement. Clarify that Members may be nominated as Board candidates by any Member, including themselves. Remove reference to the “annual meeting.” The annual vote must take place before the last scheduled Board Meeting of the year, and new directors are formally appointed at that last meeting.

Please note that there is some language confusion between “election” and “nomination” that may still need to be addressed in 3.7/3.8.

### Article IV

Clarify that the Board is required to meet once in December for the election/appointment of new directors. Other meetings are at the discretion of the Board.

Noted that it was allowed to provide notice of special Board meetings by telegram. This is updated to reference “electronic messaging” instead.

Define that a quorum for conducting regular business (previously not defined in the bylaws) exists when greater than 50% of the currently seated board members are in attendance, and that directors can be virtually in attendance by phone, video, or similar.

## Article V

Clarify that Board officers are elected at the first regularly scheduled meeting of the year to one-year terms.

Under duties of the Secretary, replace “the minute book” with “the KFAI website” as the official repository of board meeting minutes.

## Article VI

No changes

## Article VII

Require the corporation to produce monthly rather than annual financial statements. The Board is required to ensure that these undergo qualified independent audit.

## Article VIII

This article deals with indemnification, and has been rewritten. While the original was difficult to interpret, we feel that the new text achieves substantially what the old text was intended to do. Many complex definitions were discarded as more likely to create loopholes than be helpful. Clarify that we only indemnify for civil actions. We will not break you out of jail.

## Article IX

No change.

## Article X

No change.

## Article XI

These Bylaws may be amended by a  $\frac{2}{3}$  vote of the Board. A ratification vote by the Members is no longer required.