

BYLAWS OF WICHITA OASIS

A KANSAS NONPROFIT ASSOCIATION

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Article I: Purpose of Bylaws

These bylaws constitute the code of rules adopted by Wichita Oasis for the regulation and management of its affairs.

Article II: Purpose of Association

Wichita Oasis (the “Association”) is organized exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. These activities will include but not be limited to educating its members in the values of humanism, providing social support to the community, producing educational programs for the general public, and engaging in acts of charitable service. The Association may engage in all such activities that further these purposes.

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publication or distribution of statements) any political campaigning on behalf of any candidate for public office.

Notwithstanding any other provision of these bylaws, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes under the provisions of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article III: Board of Directors

Powers

The Board of Directors (“Board”) of this Association is vested with the management of the business and affairs of this Association, subject to the laws of the State of Kansas, the Certificate of Formation, and these bylaws.

Qualifications

Directorships shall not be denied to any person on the basis of race, national origin, citizenship, sex, gender, (including gender identity and gender presentation), sexual orientation, age, body size, appearance, disability, pregnancy, creed, or religion. Employees of the Association are ineligible to serve on the Board.

Number of Directors

The Board shall have at least three (3) Directors. The number of Directors may be increased or decreased at the discretion of the Board, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of

Directors to less than three (3). Until the first meeting for electing the Directors occurs, the initial Board shall consist of the persons listed in the Certificate of Formation.

Term of Directors

Directors shall serve terms of two (2) years. Directors shall remain in office until they resign, they are removed from office, or their successors have been selected. Directors may serve multiple and/or consecutive terms without limit.

Election of Directors

Elections for Directors filling expiring terms will take place every year in November by a majority vote of the Board with the new term beginning in January of the following year. Appointment of Directors may also take place outside of the normal election cycle by a majority vote of the Board.

Staggered Terms

The initial terms of new Directors shall be fixed to ensure that a disproportionate number of Directors will not be up for election in any given year.

Resignation

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board. Such resignation shall take effect upon receipt or on a future date specified in the notice.

Removal

Any Director may be removed without cause at any time by a majority of the entire Board. Any Director under consideration of removal must first be notified about the consideration by written notice at least five (5) days prior to the vote.

Property

In the case of a Director's resignation, removal from office, or death, any and all property of any kind belonging to the Association (e.g. books, records, papers, vouchers, money) in their possession or under their control shall be returned to the Board as soon as possible.

Compensation

Directors shall not receive any salaries or other compensation for their services, but may be reimbursed for any actual expenses incurred in the performance of their duties for the Association, as long as no conflict of interest exists. The Association shall not loan money or property to, or guarantee the obligation of, any Director.

Article IV: Committees

The Board may from time to time designate and appoint standing or temporary committees by majority vote of the Board. Such committees shall have and exercise such prescribed authority as is designated by the Board. The Board may authorize these

committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws. Committee members need not be Directors.

Article V: Code of Conduct

The Association, its Directors, employees, and community members will comply with The Oasis Network's Code of Conduct, which can be found at wichitaoasis.org/code-of-conduct.

Violations of the Code of Conduct may be reported to any member of the Board. Any Director who receives such a report shall notify the Board in writing as soon as possible, and no more than seven (7) days later. If the report in question is against a Director(s), only the non-reported members need to be notified.

Any Director who otherwise learns of a violation must inform the injured party/parties that a violation has occurred and ask them if they would like the Board to address the violation.

Article VI: Board Meetings

Types of Board Meetings

Regular Meetings

Regular meetings are the general purpose Board meetings held in order to handle current business. These take place as often as the Board deems necessary and at a time and location the Board agrees on in advance. The date, time, and place of regular meetings shall be made available to the public upon request.

Special Meetings

Special Meetings may be called by the President or any three (3) Directors. Special meetings are functionally the same as regular Board meetings, but they are held on an as-needed basis. For example, they may be held in order to address an issue that arises unexpectedly and needs to be addressed before the next scheduled regular meeting. There must be a reasonable amount of time between when a special meeting is scheduled and when it takes place (when relevant, refer to the timeline in [Article III: Board of Directors, Removal](#) for guidelines regarding removing a Director from their position). Directors are responsible for keeping abreast of the preferred method of communication, which should be agreed upon early in each Board's tenure.

Public Meetings

Public meetings are Board meetings held for the benefit of the Wichita Oasis community. They are held in a public space and at a time when most community members are likely able to attend. Meetings shall be announced at least two (2) weeks in advance so that community members who wish to attend have sufficient notice. There shall never be less than one (1) public meeting per year and a financial report must be included in the information presented. (See [Article VII: Duties of Directors, Treasurer](#))

Meetings Utilizing Electronic Media

Meetings may be held by means of teleconference or video conference. With regard to procedures and processes (e.g. quorum, voting), there will be no distinction between attending a meeting by these means and attending in person.

Quorum

For the purposes of convening a meeting or conducting business, a quorum is present when three (3) or more unrelated Directors are present either in person or remote, and the President, Vice President, and/or their designee are among those present to chair the meeting. To designate an alternate meeting chair, the President or Vice President must provide written notice to the entire Board who the chair will be and for which meeting that designation applies.

In accordance with IRS requirements, at least 51% of Directors taking part in each vote must be unrelated to ensure a majority decision by unrelated Directors.

Actions Without a Meeting

Any action required or permitted to be taken by the Board under the laws of the State of Kansas, the Certificate of Formation, and these bylaws may be taken without a meeting if a majority of Directors consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a vote of the Board. As such, any votes taken outside of a Board meeting must be recorded. The means of recording such votes is at the discretion of the incumbent Secretary.

Open Meetings

Meetings shall be open to the general public, except when personnel, real estate, or litigation matters are being discussed. If anyone in attendance causes a disruption, they may be removed from the meeting and not allowed to return for the duration at the discretion of the Board. (Refer to [Article V: Code of Conduct](#) for guidance)

Proxy Voting Prohibited

Proxy voting is not permitted.

Conflicts of Interest

Whenever a Director has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article VII: Duties of Directors

Director Roles

The Association shall have a President, Vice President, Secretary, and Treasurer. All other Directors shall serve as Members At-Large. One person may serve in two or more roles, except those serving as President.

Assignment of Roles

When Directors are elected to the Board, or resign or are removed from the Board, the Board shall also review and assign roles. Roles may be assigned or reassigned at any meeting of the Board by majority vote.

President

- The President shall supervise and control the affairs of the Association and shall exercise such supervisory powers as may be given by the Board
- The President shall perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board.
- The President shall preside at all Board meetings and shall exercise parliamentary control in accordance with Roberts' Rules of Order. When both the President and Vice President are unable to perform this duty, the President or Vice President may designate another Director to chair a specified meeting by written notification to the full Board.
- The President shall, with the advice of the Board and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board.
- The President shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board or these bylaws.

Vice President

- The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.
- The Vice President shall act in place of the Secretary in the event of the Secretary's absence, inability, or refusal to act.
- The Vice President shall act in place of the Treasurer in the event of the Treasurer's absence, inability, or refusal to act.
- The Vice President shall serve as the parliamentarian and interpret any ambiguities of the bylaws.

Secretary

- The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws.

- The Secretary shall attest to and keep the bylaws and other legal records of the Association, or copies thereof.
- The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board, and shall keep copies of all minutes.
- The Secretary shall, with the approval of the Board, set up procedures for any elections held by the Association. The Secretary shall keep a record of all election results.
- The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.
- The Secretary shall see that all records¹ of the Association are properly kept and filed and are made available for inspection to the extent allowed by law and in accordance with [Article IX: Operations](#).

Treasurer

- The Treasurer shall have charge and custody of all funds of the Association, shall oversee and supervise the financial business of the Association, shall render reports and accountings to the Directors as required by the Board, and shall perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws, or which may be assigned from time to time by the Board.
- The Treasurer shall, with the advice of the Board, devise a system or means of providing for, monitoring, and recording all financial transactions of and by the Association, including but not limited to income, expenditures, reimbursements, and donations made by the Association.
- The Treasurer, with the approval of the Board, shall set up all checking, savings and investment accounts of the Association and deposit all such funds in the name of the Association in such accounts.
- The Treasurer shall be an authorized signer for all checking, savings, and investment accounts of the Association. The Treasurer, with the approval of the Board, may designate other individuals as authorized signers. The Vice President shall also be added as authorized signers on all accounts in order to fulfill the duties of the Treasurer in the event of the Treasurer's absence, inability, or refusal to act.
- The Treasurer shall prepare a monthly report for the Board, providing an accounting of all transactions and of the financial conditions of the Association and make available all verifying documentation when requested by the Board.
- The Treasurer shall prepare an end of year financial report prior to the inauguration of new Directors. The Board can elect to have an audit if necessary to be paid for by the Association.

¹ "Records" includes but is not limited to documents, reports, statements, certificates, legal documents, disciplinary records, bylaws, and amendments.

- The Treasurer shall ensure that all legitimate payments expected from the Association are paid in a timely manner.
- The Treasurer shall render and present a financial report to the Wichita Oasis community at a public Board meeting at least once a year. The Treasurer may designate another Director to make the presentation. ([See Article VI: Board Meetings, Public Meetings.](#))
- The Treasurer shall keep all financing records, books, and reports of the financial activities of the Association and make them available at the request of any member of the public for inspection and copying to the extent required by law and in accordance with [Article IX: Operations.](#)

[Article VIII: Indemnification](#)²

Insurance

The Association may provide indemnification insurance for its Directors, and the Board shall select the amount and limits of such insurance policy.

Indemnification

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that they are or were a Director of the Association shall be indemnified by the Association against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by them (or by their heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

Limits on Indemnification

Notwithstanding the above, the Association will indemnify a person only if they acted in good faith and reasonably believed that their conduct was in the Association's best interests. In the case of a criminal proceeding, the person may be indemnified only if they had no reasonable cause to believe their conduct was unlawful.

[Article IX: Operations](#)

Execution of Documents

Unless specifically authorized by the Board or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Association shall be signed and executed by the President and at least one (1) other member of the Board (or such other person designated by the Board), pursuant to the general authorization of the Board. All

² For the convenience of anyone referring to this Article for general purposes, indemnification is (a) compensation for harm or loss or (b) security against legal liability for one's actions. *This is a layperson's definition and may differ from a legal definition.*

conveyances of land by deed shall be signed by the President or two (2) other members of the Board and must be approved by a resolution of the Board.

Disbursement of Funds

Financial transactions that have a value of \$1,000 or more and transactions for any amount over \$250 that are not included in the approved budget shall require prior majority approval of the Board. In all other transactions, the Treasurer and approved designees may dispense with the funds of the Association in accordance with the annual budget approved by the Board and the purposes of the Association as set out in the Certificate of Formation and these bylaws.

Records³

The Association shall keep correct and complete records of accounts of the activities and transactions of the Association. Records may be stored electronically. Specific records that shall be kept include but are not limited to:

- A copy of the Association's application for tax-exempt status (IRS Form 1023)
- Copies of the Association's IRS information and/or tax returns (e.g. Form 990 and all schedules thereto)
- A copy of the Certificate of Formation, Bylaws, and Amendments
- Minutes of the proceedings of its Board and any committees having the authority of the Board
- Legal documents
- Disciplinary records

Inspection of Records

All records of the Association may be inspected by any Director or their agent or attorney for any proper purpose at any reasonable time on written demand. Representatives of the Internal Revenue Service may inspect these records as necessary to meet the requirements relating to Federal Tax Form 990. All financial records of the Association shall be available to the public for inspection and copying to the fullest extent required by law. Disciplinary records should be made available to the public only by majority vote of the Board. In such cases, every reasonable attempt must be made to protect the privacy of the parties involved except as required by law.

Amendments

The Board may adopt amendments to the Certificate of Formation by a vote of two-thirds of the Board. The bylaws may be amended at any time by a vote of the two-thirds of the Board.

Fiscal Year

The fiscal year for the Association will be the calendar year, January 1 to December 31.

³ "Records" includes but is not limited to documents, reports, statements, certificates, legal documents, disciplinary records, bylaws, and amendments.

CERTIFICATION

These bylaws were adopted by the Board of Wichita Oasis at its meeting held on Nov 16, 2025 .