

## Kentucky Quizbowl Alliance Bylaws

### ARTICLE I: Statement of Purpose

Section 1: Kentucky Quizbowl Alliance (KQBA) is an organization dedicated to the advancement of pyramidal quizbowl in the Commonwealth of Kentucky. KQBA operates academic competition events and provides competition resources to high school and middle school quizbowl teams in Kentucky.

Section 2: Kentucky Quizbowl Alliance is organized exclusively for charitable, religious, and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Kentucky Quizbowl Alliance shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Kentucky Quizbowl Alliance is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

### ARTICLE 2: Membership

Section 1: Membership is open to any Kentuckian dedicated to the advancement of pyramidal quizbowl. The Board of Directors will open at least one period each year for KQBA members to nominate and vote on extending membership to new members. Members are expected to contribute to KQBA sponsored events and participate in KQBA votes. Directors shall enact and from time to time review a policy on membership fees and qualifications.

Section 2: Members may be expelled for malfeasance or conduct deemed inconsistent with the goals of KQBA. Members may file grievances against other KQBA members for conduct issues, and the Board of Directors will determine whether the conduct warrants a vote for expulsion.

Section 3: Active members shall have full voting rights and be expected to participate in KQBA activities. Members may be placed on inactive status after one year of inactivity in

KQBA affairs; members may also request to be placed on inactive status. Inactive members will not have voting rights or be counted for quorum purposes. The Board will determine which members have active or inactive status.

#### ARTICLE 3: Annual Meeting

KQBA shall hold an Annual Meeting open to all members during the summer of each calendar year. At that meeting, members shall elect the Board of Directors. Members will hear reports from the previous year's leadership and make decisions about programming for the upcoming school year at the Annual Meeting. The members present at a properly announced meeting shall constitute a quorum.

#### ARTICLE 4: Board of Directors

Section 1: Between Annual Meetings, KQBA shall be governed by a Board of Directors. The Board of Directors shall have seven members including a President, Vice President, and Treasurer. Any current member of KQBA is eligible to serve on the Board of Directors. Members of the Board of Directors can be removed by a 2/3 vote of the rest of the board for malfeasance or conduct deemed inconsistent with the goals of KQBA. Any vacant spot on the Board of Directors will be replaced by a temporary appointment, chosen by the remaining board members to serve until the next Annual Meeting.

Section 2: Board Members will not have specific assigned duties, but the following roles will be divided among the seven members on the Board: community outreach, tournament organization, diversity leader, webmaster, membership recruitment officer, chief editor, and chief financial officer. The roles of President, Vice President, and Treasurer will be chosen by the new board members during their first meeting.

Section 3: To appear on the ballot at the Annual Meeting, potential Board members will have from the initial notification of when the Annual Meeting will be until 24 hours before the meeting to submit to the Board their name and an explanation for why they want to be on the Board. Names submitted after 24 hours until the Annual Meeting will only appear on the ballot at the discretion of the current board. During the Annual Meeting, the members present will vote for up to 7 board nominees. The 7 nominees receiving the most votes will be elected as the new Board.

Section 4: Board members will serve 1 year terms.

Section 5: Two thirds of the Directors will constitute a quorum. No official decisions may be made unless a quorum is present.

#### ARTICLE 5: Amendments

These bylaws can be amended by a 3/5 majority vote of members attending the Annual Meeting. The Board of Directors may submit a bylaws amendment to the membership between Annual Meetings, with approval requiring a standard full membership vote.

#### ARTICLE 6: Conflict of Interest

Whenever a director or member has a financial or personal interest in any matter coming before the board of directors, 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 vote of disinterested directors determine that it is in the best interest of the corporation to do so, according to the procedures in Article 7. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

#### ARTICLE 7: Voting Procedures

Section 1: Membership nomination windows shall be open for two weeks. The Board of Directors shall within one week from the close of nominations open a two week voting window to approve or reject candidates for membership.

Section 2: Full membership votes, except those which take place at the Annual Meeting, shall require a 2/3 majority of a 50% quorum of members for passage. This shall include votes for admittance, expulsion, or other full membership votes requested by the Board of Directors.

Section 3: The agenda and rules for the Annual Meeting will be drafted by the Board of Directors each year, subject to approval of a 2/3 majority of members attending the Annual Meeting.

#### ARTICLE 8: Indemnification and Reimbursement

Section 1: Board Members will be indemnified and reimbursed for expenses incurred to the fullest extent that is legally permissible.

Section 2: Board Members and KQBA members will serve without compensation.

#### ARTICLE 9: Dissolution Clause

Upon termination or dissolution of the Kentucky Quizbowl Alliance, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (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 the terminating or dissolving corporation.

The organization to receive the assets of the KQBA hereunder shall be selected by the discretion of a majority of the managing body of the KQBA and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the KQBA by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Kentucky.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Kentucky to be added to the general fund.